ROCKCLIFF
Copper Corporation

# MANAGEMENT'S DISCUSSION AND ANALYSIS
# FOR THE YEAR ENDED MARCH 31, 2017

JULY 27, 2017

## Introduction

The following Management's Discussion and Analysis ("MD&A") of Rockcliff Copper Corporation (the "Company") (formerly Solvista Gold Corporation) is dated July 27, 2017, unless otherwise indicated, and should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended March 31, 2017 and 2016 and the related notes thereto. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. Results are reported in Canadian dollars unless otherwise stated. In the opinion of management ("Management") of the Company, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the year ended March 31, 2017 are not necessarily indicative of the results that may be expected for any future period.

The audited annual consolidated financial statements for the years ended March 31, 2017 and 2016 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee.

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; or (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. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

## Cautionary Note Regarding 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 statements | Assumptions | Risk factors |
|---|---|---|
| Regardless of whether or not the Company discovers a significant precious or base metal deposit, the Company's working capital of $862,095 as at March 31, 2017, is anticipated to be adequate for it to continue operations for the twelve-month period ending March 31, 2018. | The operating and exploration activities of the Company for the twelve month period ending March 31, 2018, and the costs associated therewith, will be primarily associated with the Company's Manitoba properties. | There are no material risk factors that the Company is aware of that would prevent the Company from funding its operations for the twelve month period ending March 31, 2018. |
| The Company's properties may contain economic deposits of copper, gold, zinc and silver. | 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. 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. |
| The Company will be able to carry out anticipated business plans, including costs and timing for future exploration on its property interests. | The exploration activities of the Company for the twelve-month period ending March 31, 2018, 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 | 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 |

| | | |
|---|---|---|
| | 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. | 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 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 operating 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 below. 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.

## Description of Business

The principal business of the Company, which was incorporated on July 19, 2010, is the acquisition, exploration and development of properties for the mining of precious and base metals in stable jurisdictions. The Company has exploration properties in Manitoba.

The Company is a reporting issuer in the provinces of British Columbia, Alberta, Manitoba and Ontario and trades on the TSX Venture Exchange (“TSX-V”) under the symbol “RCU”. On October 21, 2015, the Company changed its name from Solvista Gold Corporation to Rockcliff Copper Corporation.

## Overall Performance

**Corporate**

(i) On August 17, 2016, the Company announced the closing of a non-brokered private placement of 28,571,428 units at a price of $0.07 per unit for gross proceeds of $2,000,000. Each unit consisted of one common share and one-half of a common share purchase warrant. Each full warrant entitles the holder to purchase one common share at a price of $0.10 for two years from closing.

Eligible finders were paid cash fees of $54,956 and 785,086 broker warrants. Each broker warrant entitles the holder to acquire one common share of the Company at $0.07 for a period of two years from closing.

(ii) During the year ended March 31, 2017, 3,884,838 warrants were exercised for gross proceeds of $308,981.

(iii) Subsequent to March 31, 2017, the Company announced a non-brokered private placement of up to 20,000,000 units at a price of $0.06 per unit for gross proceeds of up to $1,200,000. Each unit comprises one common share and one common share purchase warrant. Each warrant will entitle the holder to purchase one common share at a price of $0.12 for a period of two years from the closing date. Eligible finders may receive a cash fee up to 7% of the value of units sold and broker warrants up to 7% of the number of units sold. Each broker warrant will entitle the holder to acquire one common share of the Company at $0.06 for a period of two years from the closing date.

**Property Acquisitions**

(i) During the year ended March 31, 2017, the Company acquired an option to earn a 100% interest in the Laguna Gold Property, located in the Snow Lake District in Manitoba.

(ii) During the year ended March 31, 2017, the Company acquired an option to earn a 100% interest in the Bur property, located in the Snow Lake District in Manitoba, from Hudson Bay Mining and Smelting Co., Limited, a wholly-owned subsidiary of HudBay Minerals Inc. ("HudBay").

(iii) During the year ended March 31, 2017, the Company acquired a 100% interest in the MacBride property located in the Leaf Rapids District in Manitoba.

(iv) During the year ended March 31, 2017, the Company has acquired an option to earn a 100% interest in the Snow Lake Gold Property ("SLG").

(v) During the year ended March 31, 2017, the Company acquired a 100% interest in the Morgan property (Morgan Lake, Woosey Lake and Cook Lake properties), located in the Snow Lake District in Manitoba.

(vi) During the year ended March 31, 2017, the Company acquired by staking the Penex zinc property.

The primary business of the Company is to explore for and discover base and precious metals deposits on its Snow Lake Project in Manitoba, Canada. The Snow Lake Project comprises the Talbot Property, the Rail Property, a net smelter return royalty interest in the Tower Property, the Bur Property, the Laguna Property, the SLG Property, the MacBride Property, the Lon Property, the Dickstone North ("DSN") Property, the Freebeth Property, the Morgan Property, the Penex Property, the Jackfish Property and the Tramping Property (collectively, the "Snow Lake Project"). The Company's four principal properties are the Talbot Property, the Rail Property, the Bur property and the Laguna Property. The Company's focus is to earn its interest in the Talbot Property, the Bur Property, the Laguna Property and the SLG Property and to make discoveries on the other properties in its Snow Lake Project portfolio centered in Snow Lake, Manitoba, Canada.

## THE SNOW LAKE PROJECT

### Talbot Property

The Company signed an option agreement on April 14, 2014 to earn a 51% interest in the Talbot Property, totalling 12,045 hectares in size, from Hudson Bay Exploration and Development Company Limited ("HBED"), a wholly-owned subsidiary of HudBay, by spending $6.12 million over 6 years. The property is located in Manitoba and hosts the high grade copper-gold rich Talbot Volcanogenic Massive Sulphide (VMS) deposit.

The first four years of expenditure requirements on the Talbot Property has now been satisfied. As of April 14, 2017, total expenditures in the amount of $3,307,067 have been recorded and approved by Hudbay. As a result, the Company has now exceeded the first four years of expenditure commitments on the property in just the first three years of the option agreement. The remaining $542,294 of the $1.5M fifth year commitment is due April 14, 2019.

The Talbot deposit is open in all directions and is located proximal to numerous untested pulse and bore hole geophysical anomalies. These "high priority drill targets" have similar geophysical features similar to the Talbot deposit's geophysical targets. As a result the potential for expansion of the Talbot deposit and additional copper discoveries proximal to the deposit is considered to be excellent.

On August 27, 2015, the Company announced the commencement of a first phase drill program which was completed in November. A total of 10 drill holes totalling approximately 5,000 metres successfully identified a high grade copper corridor within the Main Lens of the Talbot Deposit and extended the deposit northwards. As a result of the success of the drill program and of past drill results completed by HudBay, the Company commissioned Roscoe Postle Associates ("RPA") to complete an initial NI 43-101 report on the Talbot Deposit.

On February 4, 2016, the Company announced a NI 43-101 Inferred Resource on the Talbot deposit from the completion of a NI 43-101 technical report titled "Technical Report on the Talbot Property, Manitoba, Canada", dated January 25, 2016 and completed by RPA.

The Inferred Mineral Resource Statement prepared by RPA for the Talbot Deposit is detailed below.

**Inferred Mineral Resource Statement, Talbot Deposit, Manitoba, RPA, January 26, 2016**

| | | Grades | | | | Contained Metal | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Zone** | **Tonnes (kt)** | **Cu (%)** | **Au (g/t)** | **Zn (%)** | **Ag (g/t)** | **Cu (Mlb)** | **Au (koz)** | **Zn (Mlb)** | **Ag (koz)** |
| Talbot Main | 1,441.0 | 3.4 | 2.6 | 2.4 | 61.0 | 107.0 | 118.6 | 76.4 | 2,827.8 |
| Talbot Main FW | 443.9 | 2.2 | 2.0 | 2.4 | 55.6 | 22.0 | 28.5 | 23.2 | 793.8 |
| North Lens | 283.4 | 0.7 | 2.0 | 1.3 | 20.6 | 4.6 | 18.3 | 7.9 | 187.6 |
| **Total** | **2,168.3** | **2.8** | **2.4** | **2.2** | **54.6** | **133.6** | **165.4** | **107.4** | **3,809.3** |

Notes:
1. CIM definitions were followed for the estimation of Mineral Resources.
2. Mineral resources are estimated at a cut-off grade of $140 Net Smelter Return (NSR) (equivalent to a copper NSR cut-off of 2.0%) using metal prices, estimated recoveries and offsite payments.
3. Mineral Resources are estimated using a long-term copper price of US$3.50 per pound, gold price of US$1450 per ounce, zinc price of US$1.25 per pound and silver price of US$22 per ounce.
4. An US$/C$ exchange rate of 1.18 was used.
5. A minimum mining width of 2 m was used.
6. The average bulk density is 3.2 t per cubic meter.
7. Numbers may not add due to rounding.
8. Given the tonnage, grade and orientation of the deposit, RPA considers the Talbot Deposit to be reasonably amenable to extraction using underground mining methods.
9. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.

## Resource Estimation Methodology

An initial Mineral Resource estimate was carried out by RPA using a block model constructed in Datamine Studio 3, constrained by wireframes generated in Leapfrog Geo version 3. Densities were assigned using stoichiometry. Assay values were capped and composited to the full intercept length. Block grades were interpolated using a three pass search strategy and Inverse Distance raised to the fourth power (ID4). Block estimates were validated using visual inspection; comparison between composite sample and block means, and swath plots.

The Inferred Resource Estimate for the Talbot Deposit is classified as an "Inferred" Mineral Resource, and was classified in accordance with guidelines established by the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") "Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines" dated November 23, 2003 and CIM "Definition Standards for Mineral Resources and Mineral Reserves" dated May 10, 2014. The drill hole database to support the Talbot Mineral Resource estimate is comprised of 45 drill holes drilled between 2003 and 2015 for a total of 27,044 m of drilling. Based on the current data available supporting the Mineral

Resource Estimate, all material above the Mineral Resource cut-off grade was classified as Inferred.

Mineral Resources are estimated using a long-term gold price of US$1,450 per ounce, silver price of US$22 per ounce, copper price of US$3.50 per pound, and zinc price of US$1.25 per pound. An NSR cut-off value of $140 was used for reporting of Mineral Resources. Metal prices used for reserves are based on consensus, long term forecasts from banks, financial institutions, and other sources. For resources, metal prices used are slightly higher than those that would be used for reserves. RPA routinely updates metal forecasts based on the sources described above. The metal prices used for the Talbot Mineral Resource estimate were based on forecasts as of October 2015. RPA notes that the selected gold and copper prices are also consistent with that used by major mining gold producers for their year-end resource disclosure. A minimum thickness criteria of two metres was applied for reporting purposes.

**Current Exploration**

On October 16, 2016, the Company announced the commencement of a second phase drill program. A total of 10 holes totalling approximately 8,000 metres were completed to the end of March 2017. Drilling was successful in expanding the Talbot deposit mineralization and geophysical borehole surveying discovered additional anomalies below the known mineralization. The Company's last drill hole in the program, TB-020, tested one such anomaly and discovered VMS mineralization approximately 250 metres below the nearest VMS-rich hole Drilling intersected significant assay results from multiple VMS-rich lenses tabled below.

| **Hole #** | From (m) | To (m) | **Length (m)** | **Cueq (Copper equivalent %)** | **Copper %** | **Gold g/t** | **Zinc %** | **Silver g/t** | **Comments** |
|---|---|---|---|---|---|---|---|---|---|
| TB-011 | 701.05 | 707.4 | 6.35 | **2.0** | **1.3** | **0.50** | **0.4** | **14.6** | Talbot Deposit(TD)-New HW lens |
| includes | 701.05 | 704.55 | 3.50 | **2.8** | **1.9** | **0.73** | **0.3** | **22.0** | |
| and | 713.2 | 719.47 | 6.27 | **9.0** | **3.5** | **4.82** | **2.7** | **57.8** | TD-main lens |
| includes | 713.2 | 714.92 | 1.72 | **20.4** | **7.0** | **12.21** | **5.6** | **136.2** | |
| and | 731.31 | 738.53 | 7.22 | **3.6** | **2.5** | **0.62** | **1.0** | **18.5** | TD-footwall (FW) lens |
| includes | 732.69 | 736.78 | 4.09 | **4.2** | **2.9** | **0.61** | **1.3** | **21.4** | |
| TB-012 | 840.62 | 853.19 | 12.57 | **2.1** | **1.2** | **0.92** | **0.2** | **10.2** | TD-main lens |
| includes | 847.89 | 853.19 | 5.30 | **3.9** | **2.0** | **1.94** | **0.3** | **20.0** | |
| TB-013 | 571.26 | 578.42 | 7.06 | **4.1** | **1.3** | **1.28** | **3.3** | **29.1** | TD-north lens |
| includes | 571.36 | 573.15 | 1.79 | **7.8** | **2.8** | **3.0** | **4.6** | **55.5** | |
| TB-014 | 621.66 | 624.27 | 2.61 | **2.4** | **1.2** | **1.1** | **0.3** | **20.9** | TD-north lens |
| TB-016 | 849.38 | 855.01 | 5.63 | **5.9** | **2.6** | **2.94** | **1.7** | **23.0** | TD-main lens |
| And | 865.77 | 869.16 | 3.39 | **1.4** | **0.6** | **0.24** | **1.0** | **5.60** | TD-FW lens |
| TB-017 | 774.37 | 790.45 | 16.08 | **3.5** | **0.9** | **2.73** | **0.7** | **15.2** | TD-main lens |
| includes | 786.94 | 790.45 | 3.51 | **5.2** | **1.7** | **4.11** | **0.3** | **19.8** | |
| TB-019 | 772.45 | 776.39 | 3.94 | **7.5** | **0.2** | **7.30** | **0.9** | **112.5** | TD-north lens |
| TB-020 | 1030.13 | 1036.78 | 6.65 | **2.4** | **0.8** | **0.7** | **1.9** | **17.0** | TD-north lens deep |
| includes | 1030.13 | 1032.05 | 1.92 | **5.4** | **1.4** | **1.7** | **5.2** | **26.5** | |
| And | 1120.26 | 1137.53 | 16.91 | **0.6** | **0.6** | **--** | **--** | **5.8** | other |

(m) = metres represents down the hole thickness as true thickness is not currently known, % = percentage, g/t = grams per tonne, *copper equivalent value used US$2.50/pound copper, US1300/ troy ounce gold, US$1.15/pound zinc and US$20 /per ounce silver, 100% metal recoveries were applied, copper equivalent calculation is: CuEq = Cu grade + ((Zn grade%/100 x Zn price) + (Au grade gpt x Au price/gram) + (Ag grade gpt x Ag price/gram))/Cu price x 100. The numbers may not add up due to rounding.

## Talbot Mineralization and Exploration Potential

The high grade gold rich Talbot copper deposit is defined as a stratabound, volcanogenic massive sulphide deposit consisting of several lenses of coarse grain to stringer to massive sulphides of pyrite, chalcopyrite, sphalerite and pyrrhotite in a quartzofeldspathic gneiss. The mineralization of the deposit include copper, gold, zinc and silver. Drilling has successfully extended the Talbot deposit and identified a much thicker area within the Talbot deposit not previously recognized. The deposit remains open at depth, to the south and to the north. Additional drilling will focus on VMS discovery of existing geophysical targets proximal to the Talbot deposit and growth of the existing Talbot deposit. The depositional environment of the Talbot Property is similar to that of present and past producing base metal deposits of felsic to mafic volcanic and volcaniclastic rocks in the Flin Flon – Snow Lake Greenstone Belt.

## Quality Control and Quality Assurance

Samples of half core are packaged and shipped directly from the Company's field office to TSL Laboratories ("TSL"), Saskatoon, Saskatchewan. TSL is a Canadian assay laboratory and is accredited under ISO/IEC 17025. Each bagged core sample is 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 upper detection limit (3000 ppb) are reanalyzed using fire assay gravimetric using a 1 AT charge. The Company inserted certified blanks and standards in the sample stream to ensure lab integrity. The Company has no relationship with TSL other than TSL being a service provider to the Company.

The Company can earn a 51% interest in the Talbot Property from HBED by spending $6,120,000 on exploration expenditures over six (6) years. The first, second, third and fouth year expenditure commitments are $200,000 (completed) and $400,000 (completed), $700,000 (completed) and $1,050,000 (completed), respectively, with escalating expenditure commitments over the remaining years. The agreement provides that once the Company has earned its 51% interest in the Talbot Property, the Company (51%) and HudBay (49%) will form a joint venture and the Company will be the Operator of the joint venture. Provided HudBay contributes its pro rata (49%) share of expenditures under the joint venture, it will have two years from the date the Company earns its 51% interest to purchase an additional 2% interest for a cash payment of $240,000 and either incurring expenditures over a two year period equivalent to 2% of the joint venture expenditures made since the formation of the joint venture or paying such amount to the Company in cash. If HudBay acquires the additional 2%, it will become the Operator of the joint venture. Once a positive Feasibility Study has been completed and mining development has commenced, the Operator can increase its interest in the Talbot Property to 65% by paying the other participant a cash payment equal to the pro rata share of expenditures made by the other participant to reduce it to a 35% interest. The Operator would then fund the costs of development and will be reimbursed for 100% of the development costs including the 35% interest of the non-operator. Once the costs of development have been repaid, the parties will be reimbursed their pro rata share of expenditures made prior to the date development commences before net profits are distributed pro rata (please see Press Release dated April 23, 2014 and filed on SEDAR under Rockcliff Resources for additional information).

**Rail Property**

The Rail Property is located approximately 40 km WSW of Snow Lake, Manitoba, covers approximately 2,000 hectares and lies within the Flin Flon-Snow Lake greenstone belt. The property hosts a near-surface, VMS lens known as the Rail deposit (the "Rail Deposit"). The Rail Deposit remains open in all directions. The Rail Deposit is interpreted as a stratabound, massive sulphide deposit rich in copper, zinc, silver and gold and is associated with a four kilometre long conductive VMS horizon of juvenile arc assemblage rocks termed the "copper corridor". Juvenile arc assemblage rocks presently host all of the mined VMS deposits in the Flin Flon and Snow Lake camps.

Numerous additional underexplored and untested geophysical pulse and bore hole anomalies, similar in appearance to the Rail Deposit geophysical targets, are associated along the "copper corridor".

Potential for the expansion of the deposit and the potential for additional discoveries along the "copper corridor" are considered excellent and additional work has been recommended and is planned.

The following summary of the resource estimation on the Rail Deposit on the Rail Property has been prepared from the report entitled "Mineral Resource Evaluation, Rail Polymetallic Sulphide Deposit, Snow Lake, Manitoba", dated December 19, 2010 (the "Rail Deposit Technical Report"), prepared by Sébastien Bernier, M.Sc., P.Geo., and Dominic Chartier, P. Geo., qualified persons under NI 43-101, on behalf of SRK Consulting (Canada) Inc. ("SRK"). The Rail Deposit Technical Report is available for viewing on www.sedar.com under the Rockcliff Resources Inc. profile.

The Rail Deposit is a volcanogenic sulphide deposit consisting of a single lens of massive pyrite, pyrrhotite, with lesser chalcopyrite and sphalerite.

The Rail Deposit Technical Report documents the initial resource evaluation prepared by SRK for the Rail Deposit and incorporates information from diamond drilling completed by Rockcliff between 2007 and 2010.

The mineral resource reported herein has been estimated in conformity with generally accepted CIM "Estimation of Mineral Resources and Mineral Reserves Best Practice" guidelines. The Rail Deposit Technical Report was prepared following the guidelines in NI 43-101 and Form 43-101F1. The effective date of the Rail Deposit Technical Report is November 4, 2010, the date at which Rockcliff disclosed the mineral resource statement in a news release.

The Mineral Resource Statement for the Rail Deposit is reported at a cut-off grade of 2.0% copper. The statement includes metal grade for copper, zinc, gold and silver but not lead because this metal is present at near detection limits. The Mineral Resource Statement for the Rail Deposit is summarized in the table below.

**Rail Deposit NI 43-101 Mineral Resource Statement***

| Resource Category | Quantity (tonnes) | Grade | | | | Contained |
|---|---|---|---|---|---|---|
| | | Cu (%) | Zn (%) | Au (g/t) | Ag (g/t) | Cu (pounds) |
| Indicated | 822,000 | 3.04 | 0.90 | 0.66 | 9.25 | 55,090,000 |

* Reported at a cut-off grade of 2.0 percent copper. Cut-off grade is based on copper price of US$3.00 per pound and a metallurgical recovery of eighty percent, without considering revenues from other metals. All figures rounded to reflect the relative accuracy of the estimates. Mineral resources are not mineral reserves and do not have demonstrated economic viability.

Rockcliff's exploration team used industry best practices to acquire, manage and interpret exploration data collect for the Rail Deposit. The exploration data is sufficiently reliable and the controls on the distribution of the sulphide mineralization are sufficiently understood to interpret the boundaries of the sulphide mineralization with confidence. After review of the exploration data, SRK is of the opinion that the exploration data and the geological interpretation are generally reliable for the purpose of resource estimation.

The Mineral Resource Statement prepared by SRK reflects current knowledge about the distribution of the copper-zinc-silver-gold mineralization and associated grade trends. Data density decreases with depth. There is an opportunity to improve the classification of mineral resources at depth below the elevation investigated by Rockcliff (below 250 metres from surface for the most part) where historical HBED boreholes suggest similar sulphide mineralization including an interval at 500m vertical grading 5.9% copper over 2.1 metres. The Rail Deposit remains open in every direction.

Core assay samples were collected from half core sawed lengthwise with a diamond saw over intervals averaging 1.0 metre. Sampling of the core was based on visual observations of sulphide mineralization and samples were collected within lithologically homogeneous intervals with due regards for varying mineralogy and textures. Sample intervals did not cross geological boundaries.

Rockcliff used a single primary laboratory for assaying core samples collected at the Rail Deposit. Samples were sent directly from Rockcliff's core shack to the laboratory. Each sample was analysed for copper, lead, zinc, silver and gold using standard methods. The analytical quality control program developed by Rockcliff is overseen by appropriately qualified geologists and meets industry best practices.

Rockcliff implements a series of industry standard routine verifications to ensure the collection of reliable exploration data. Documented exploration procedures exist to guide most exploration tasks to ensure the consistency and reliability of exploration data. In accordance with NI 43-101 guidelines, SRK visited the Rail Deposit during 13 to 14 October 2010. The site visit was conducted to ascertain the geological setting of the Rail Deposit copper-gold-zinc mineralization and to witness the extent of exploration work carried out on the property.

Routine verifications were completed by SRK to ensure the reliability of the electronic data provided by Rockcliff. In the opinion of SRK, the electronic data are reliable, appropriately documented and exhaustive. The analytical results are sufficiently reliable for the purpose of resource estimation.

The drilling database contains assay results for 1,527 sample intervals (for a total sampled length of 14,767 metres) with analyses for copper (percent), zinc (percent), lead (percent), silver (grams per tonne "gpt") and gold (ppb) drilled by Rockcliff during the period of 2007 to 2010. Sample lengths range from 0.2 to 1.68 metres, averaging 0.72 metres in the high grade domain. A constant value equal to half the detection limit was forced to unsampled intervals and for intervals where analyses are below the detection limit. Assay data within each of the two domains were extracted for statistical analysis. For geostatistical analysis, variography and grade estimation, raw assay data were composited to 1.5 metre lengths and capped, where appropriate.

Using the capped composites dataset, variography was performed for copper, lead, zinc, silver and gold within the low and high grade domains. Only the Rockcliff drill data were used, except for copper in the high grade domain where thirty-five historical composites were included to allow modelling short range variance better.

A block model was created to cover the entire extent of the Rail Deposit area. Block size was set at 2 by 4 by 4 metres. The slipping plane was set along the X axis to honour the true thickness of the deposit generating a "variable" cell size on the X axis. Both Y and Z dimension were allowed to split four times to a minimum dimension of 0.5 metre. All sub-cells forming a parent cell have the same estimated grade values for each of the metals.

Copper, zinc, lead, silver and gold grades were estimated using ordinary kriging as the principal estimator. Metal grades were estimated separately in each domain from capped composite data. Grade estimation was completed in two successive passes. The first estimation pass considered search neighbourhoods adjusted to full variogram ranges. The size of the search ellipse was doubled for the second estimation pass.

Mineral resources for the deposit were classified according to the CIM Definition Standards for Mineral Resources and Mineral Reserves (December 2005) by Sébastien Bernier P.Geo (APGO#1847), an appropriate independent qualified person for the purpose of NI 43-101. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that all or any part of the mineral resource will be converted into mineral reserve. The mineral resources are classified as Indicated, primarily based on the basis of block distance from the nearest informing composites and on variography results. Classification is based on copper data alone.

**Tower Property**

Rockcliff earned a 70% interest in the Tower Property from Pure Nickel Inc. by spending $4,000,000 on exploration of the Tower Property. In March of 2015, Pure Nickel sold its 30% interest in the Tower Property to Akuna Minerals Inc. ("Akuna"). In June 2015, Rockcliff sold its 70% interest in the Tower Property to Akuna for a cash payment of $250,000, required time-related expenditure commitments and a 1.5% Net Smelter Returns Royalty ("1.5% NSR") in any production from the Tower Property. Akuna is required to:

1. complete a minimum expenditure of $500,000 on a Drill Program on the T-1 Deposit by March 31, 2016 and deliver a report on the Drill Program by May 31, 2016 (completed);

2. complete a Preliminary Economic Assessment on the T-1 Deposit (completed);
3. complete a minimum expenditure of $1,500,000 on a Bankable Feasibility Study by December 31, 2017 and;
4. complete a bulk sample by March 31, 2019 and thereafter build the project to production as defined by the Bankable Feasibility Study.

If Akuna fails to meet any required milestone by the time required, a portion of the interest in the Tower Property will revert to Rockcliff and the parties will form a joint venture for the further exploration and development of the Tower Property. Akuna can extend any time requirement by 6 months by the payment of $100,000 to Rockcliff which will be credited against any future payments to Rockcliff under the 1.5% NSR.

**Bur Zinc Property**

On September 29, 2016 Rockcliff announced an option to earn up to 100% interest in the Bur property from Hudson Bay Mining and Smelting Co., Limited, a wholly-owned subsidiary of HudBay. The Bur property hosts a high grade, zinc-rich Volcanogenic Massive Sulphide (VMS) deposit and is strategically located nearby HudBay's operations in the Snow Lake mining camp within the prolific Flin Flon-Snow Lake greenstone belt in Manitoba.

The Bur property hosts the high grade zinc-rich Bur deposit, located 22km by road northeast of HudBay's Snow Lake copper-zinc concentrator and 28km from the Town of Snow Lake, Manitoba. The property covers 86 mining claims, totalling 3,979 hectares. A report (see Bur Deposit Report below) was prepared for HudBay in 2007. Rockcliff is treating the estimate of mineral resources in the Bur Deposit Report as a "historical estimate" under NI 43-101 and not as a current mineral resource.

**Historical Resource, Bur Deposit, Snow Lake, Manitoba**

| Resource | Tonnes | Zn (%) | Cu (%) | Ag (g/t) | Au (g/t) |
|---|---|---|---|---|---|
| **Indicated** | **1,050,000** | **8.6** | **1.9** | **12.1** | **0.05** |
| **Inferred** | **302,000** | **9.0** | **1.4** | **9.6** | **0.08** |

Notes:

1. CIM definitions were followed for the estimation of mineral resources.
2. Mineral resources are estimated at a zinc equivalent cut-off of 5%.
3. Cut-off grade was based on a zinc price of US$1.15 per pound and a copper price of US$2.35 per pound.
4. Given the tonnage, grade and orientation of the deposit, AMEC considers the Bur Deposit to be reasonably amenable to extraction using underground mining methods.
5. Specific Gravity measurements used to estimate the mineral resource tonnes ranged from 2.64 to 3.74 with an average of 3.16.
6. A minimum mining width of 3m was used.
7. Numbers may not add due to rounding
8. Mineral resources are not mineral reserves and do not have demonstrated economic viability.
9. The deposit was documented in a report dated October 1, 2007 and titled "Bur Project, Snow Lake Manitoba, Canada NI 43-101 Technical Report" (the "**Bur Deposit Report**"). The report was prepared for HudBay by AMEC Americas Limited (AMEC) and was filed on HudBay's SEDAR profile on January 31, 2008.

Historical estimates of grade and tonnage given in the above resource are viewed as reliable and relevant based on the information and methods used at the time. They were prepared in compliance with resource definitions under NI 43-101 but must be considered as historical. The historic resource should not be relied upon. Additional work including surface geophysics, drilling and bore hole geophysics will need to be completed to upgrade the historical resource to current.

The Bur deposit is a stratiform, distal, massive sulphide deposit that occurs within a narrow turbidite assemblage of interbedded metagreywacke, metasiltstone and graphitic meta-argillite in a basinal area situated between a two granitic intrusions. The northeast striking deposit dips 60-70 degrees northwest, ranges from <0.3m up to 5m thick with a known lateral extent of approximately 4,500m. Drilling encountered disseminated, semi-massive and massive sulphide mineralization below overburden to a vertical depth of 950m. Mineralization consists of sphalerite, chalcopyrite, pyrrhotite, pyrite, galena and arsenopyrite. The Bur deposit contains up to 20% felsic or cherty nodules consisting of wall rock and late quartz fragments displaying a brecciated texture to the mineralization. The deposit remains open in all directions.

Rockcliff can earn a 100% interest in the Bur property from HudBay by spending $3.0M in exploration over a four year period in increasing yearly expenditure requirements. The first and second year expenditure requirements are $400K (deadline extended for an additional 7 months) and $600K, respectively. Once the 100% earn-in is complete, Rockcliff may exercise its option to own a 100% interest in the property. On exercise of the option, HudBay will receive a 2% Net Smelter Return (NSR) royalty on the property. HudBay will then have one year (the buy-back waiting period) to decide whether to buy back 70% of the property by paying Rockcliff a total of $3.0M cash over a three year period. HudBay will also pay Rockcliff double the exploration expenditures incurred by Rockcliff during the buy-back waiting period, capped at $1.5M, if it elects to exercise its buy-back right. Upon HudBay exercising its buy-back right, HudBay's right to receive the 2% NSR royalty shall terminate. HudBay and Rockcliff will then form a joint venture on a 70/30 (HudBay/Rockcliff) basis and will be responsible for their respective pro rata share on further exploration of the property. Once a decision is made to construct a mine, HudBay shall contribute on behalf of Rockcliff's proportionate share of the expenses in the form of a non-interest bearing loan, repayable in accordance with the terms of the joint venture agreement.

**Lon Property**

Rockcliff owns a 100% interest in the Lon Property, totalling approximately 6,451 hectares and located 30 km west of Snow Lake, Manitoba. The properties lie within the Flin Flon-Snow Lake greenstone belt and host prospective juvenile arc rocks along a 15 km strike length. The Lon Deposit (subject to a ½% NSR) and numerous additional untested targets lie along this "juvenile arc horizon".

The following historical mineral resource estimate for the Lon Deposit is tabulated below and was documented by Granges Inc. in 1993.

| DEPOSIT* | TONNES | COPPER % | ZINC % | SILVER g/t | GOLD g/t |
|---|---|---|---|---|---|
| Lon | 250,000 | 3.20 | 5.20 | 18.8 | 0.34 |

*Although the resource is viewed as reliable and relevant based on the information and methods used at the time, they do not satisfy the requirements set out by NI 43-101. Neither the Company nor its Qualified Persons have done sufficient work to classify the historical estimate as a current mineral resource and Rockcliff is not treating the historical estimate as a current mineral resource. The historical estimate should not be relied upon.

The Lon Deposit is classified as a stratabound, massive sulphide deposit and consists of two massive sulphide lenses of pyrrhotite, pyrite, chalcopyrite and sphalerite. The mineralized zones have strike lengths between 50-200 metres, plunge extents of at least 600 metres and range up to 3.9 metres wide. Excellent potential remains to increase the resource of the deposit along strike and at depth and to identify additional mineralization associated with untested pulse and bore hole anomalies proximal to the deposit.

Additional surface areas on the property, associated with juvenile arc rocks and prospective for VMS mineralization, have been identified along strike of the Lon Deposit. They include for example, surface grab samples of 3.64% and 6.12% zinc (DC zone); located 0.5 km and 7.0 km respectively from the deposit. Excellent potential remains to find additional copper bearing mineralization throughout the property.

**Freebeth Property**

Rockcliff owns a 100% interest in the Freebeth property subject to a 2% net smelter return royalty to HBED. The property totals 7400 hectares and is located approximately 40 km south of Snow Lake, Manitoba. The property is located 10 km east of the high grade Reed Copper mine and surrounds the former Spruce Point Copper-gold mine. It hosts two known copper rich zones within favourable juvenile host rocks and numerous additional untested geophysical pulse anomalies. The property surrounds the former Spruce Pont Mine and is located approximately 10km east of the Reed Copper Mine operated by HudBay.

## Morgan Property

During the year ended March 31, 2017, the Company acquired a 100% interest in the Morgan property (Morgan Lake, Woosey Lake and Cook Lake properties), located in the Snow Lake District in Manitoba. The Company will acquired its interest by paying Copper Reef Mining Corporation ("Copper Reef") $100,000 cash and 200,000 common shares on closing (paid and issued), a further $50,000 cash and 400,000 common shares within 6 months (paid and issued) and a final 1,000,000 common shares within 12 months. Copper Reef will retain a 2% NSR on the Morgan Lake property, which is subject to a 10% net profits interest royalty in favour of the original owner, a 2% NSR on the Woosey Lake property and a 1% NSR on the Cook Lake property, which is also subject to a 2% NSR in favour of a former joint venture party. A third party holds certain rights in respect of the Morgan Lake property and Cook Lake property including a back-in right to acquire a 60% interest in these properties if a mineral resource is identified with 225,000 tonnes of contained copper equivalent or a 20% back-in right if the Company transfers these properties to a major company. If the Company commences commercial production on the Morgan property, it will pay an advance royalty payment to Copper Reef of $1,000,000. The Company at any time will have the right to purchase one-half of the Copper Reef NSRs for $1,000,000 and will retain a Right of First Refusal on Copper Reef's remaining NSRs.

The Morgan property hosts stratigraphic horizons similar to the prolific Chisel Lake Basin which contain a number of former zinc mines and is located within 3 kilometres from the now operating Lalor Mine owned by Hudbay. The Morgan property includes a high grade historic zinc-rich Volcanogenic Massive Sulphide deposit and a high grade gold-rich quartz vein system including a high grade historic zinc-rich Volcanogenic Massive Sulphide (VMS) deposit. The Morgan property forms part of Rockcliff's Snow Lake Project which hosts several high grade VMS deposits and a former historical gold mine. The Project is strategically located near Hudbay's mining operations in the Snow Lake mining camp within the prolific Flin Flon-Snow Lake greenstone belt in central Manitoba.

## Penex Property

During the year ended March 31, 2017, the Company acquired by staking the Penex zinc property. The property is strategically located approximately 4.5 kilometres southwest of Hudbay's high-grade Volcanogenic Massive Sulphide Lalor mine and less than 200 metres from Hudbay's historic high grade Pen zinc deposit. The Property hosts the down dip continuation of the high grade Pen zinc deposit and now becomes part of the Company's Snow Lake Project, one of the highest grade base and precious metals property portfolios in North America.

Hudbay's high grade Pen zinc deposit hosts multiple zinc-rich lenses, strikes northeast-southwest and dips/plunges northwest. The deposit is located less than 200 metres on surface from the Property's northern boundary. All lenses of the Pen zinc deposit dip towards the Property's northern boundary and at least one of the zinc-rich lenses dips and plunges onto the Property at a vertical depth of between 300-350 metres. The deepest historical drill hole (CPen-03) on the Property intersected the deposit at approximately 475 metres vertical. The hole assayed 6.7% zinc equivalent across 2.6 metres within a much thicker zinc envelope of 7.6 metres grading 4.0% zinc equivalent. Bore hole geophysics completed in drill hole CPen-03 confirmed that the deposit's conductivity continued downward within the Company's Property and was strengthening at depth below the hole in an area completely untested by drilling.

Rockcliff's fully permitted surface geophysical Deep Penetrating ElectroMagnetic (DPEM) survey has commenced on the Property. The DPEM survey will assist in determining the extent and depth potential of the conductivity related to the Pen zinc deposit on the Company's Property and will provide a framework for a diamond drilling program planned in 2017.

**MacBride Property**

During the year ended March 31, 2017, the Company acquired a 100% interest in the MacBride property located in the Leaf Rapids District in Manitoba, for cash of $58,275. $8,275 (the "Cash in Lieu") was paid by the vendor in lieu of work to keep the property in good standing and following closing, the Cash in Lieu shall to paid to the Company upon completion of sufficient work on the property and filing of same to allow for the release of the Cash in Lieu.

The vendor will retain a 2.0% NSR on the property of which one 1.0% NSR can be purchased at any time for $500,000 per 0.5% NSR. The vendor's remaining NSR will be subject to a first right of refusal in favour of the Company.

**Jackfish Property**

The Company owns a 100% interest in the Jackfish property subject to a 3% Net Smelter Returns Royalty. The property totals 3,712 hectares and is located approximately 30 km south of Snow Lake. The property hosts a underexplored low grade copper zone worthy of additional drilling.

**Tramping Property**

The Company owns a 100% interest in the Tramping property totalling 904 hectares. The property is located approximately 15km south of Snow Lake, Manitoba and 7 km south of HudBay's Lalor Mine. The property hosts favourable juvenile arc rocks associated with a coincident, untested, mag and pulse (EM) anomaly.

**Goldpath Resources Corp.**

Effective May 3, 2017, Rockcliff assigned its gold properties, being the Shihan Property, the DSN Property, the Laguna Property and the SLG Property, to its subsidiary Goldpath Resources Corp. ("Goldpath").

**Laguna Property**

On September 12, 2016 Rockcliff announced an option to earn a 100% interest in the Laguna Property located in Manitoba. The Laguna Property includes 15 contiguous mining claims totalling 920 hectares and forms part of Rockcliff's Snow Lake Project. The Laguna property hosts the Laguna gold mine, the highest grade former gold mine in the Flin Flon-Snow Lake mining camps. Historical, intermittent gold mining from the Laguna vein between 1916 and 1939 of approximately 101,012 tonnes averaged 20.5 g/t (0.60opt) and produced over 60,000 ounces of gold. The Laguna gold mine infrastructure consists of a three compartment vertical shaft to 381 meters and 10 levels totalling over 3.0 kilometres of underground drifting with stope development on every level. The property is strategically near Snow Lake, home to a former million ounce lode-gold producer and a fully functional non-operating 2,150 tonne per day gold mill facility.

The gold mineralization on the Laguna property is metallogenically controlled by subsidiary thrust faults attributed to the major Crowduck Bay Fault which crosses the entire length of the property a distance of 3.5 km. The gold-rich quartz veining along the northwest limb of the Herb Lake Syncline typically occurs where the subsidiary faults intersect quartz-feldspar and biotite porphryry stocks that intrude Missi Group sedimentary and volcanic rocks. Quartz-iron carbonate-albite-sericite alteration commonly overprint peak regional metamorphic assemblages within auriferous vein margins. Mineralization in quartz and surrounding wall rock consists of pyrite, arsenopyrite, chalcopyrite, sphalerite, galena, pyrrhotite, native gold and telluride. Gangue mineralization is in the form of tourmaline and fuchsite.

Rockcliff can acquire a 100% interest in the Laguna Gold Property by paying an aggregate of $200,000 cash and issuing 750,000 shares over a four (4) year period. Expenditures over five years total $1,000,000 with a minimum $100,000 in expenditures in any year. The vendor will retain a 2.5% NSR on the property of which one 1.5% NSR can be purchased at any time for $500,000 per 0.5% NSR. The vendor’s remaining NSR will be subject to a first right of refusal in favour of Rockcliff from 0.5% NSR up to 1.0% NSR on certain claims of the property. An advance royalty payment of $35,000/year to the vendor begins after year five of the option and is capped at $175,000. The advanced royalty payment will be repaid from production on the property.

On October 26, 2016 Rockcliff announced that a first phase exploration program identified visible gold and high grade gold mineralization from known historic surface quartz veins at its Laguna Gold property. Additionally, the Company identified a gold bearing quartz vein stockwork system with a thickness of up to 5 metres. Termed the “Moosehorn vein system”, it is open to expansion in all directions with grab samples assaying from trace to 43.3 g/t gold, 1.2 g/t to 118.6 g/t silver and trace to 6.2% zinc. Additional historic veins were located with grab samples assaying from trace gold up to 699.2 g/t (20.4 ounces per tonne) gold. The veins ranged between 0.2 metres up to 5.0 metres in width and were traced up to 1.0 kilometres along strike and visible gold was observed in outcrop.

During the winter of 2017, the company completed an airborne magnetic survey and VLF survey.

Rock samples were taken in the field, packaged and shipped directly from Rockcliff’s field office to TSL Laboratories (TSL), Saskatoon, SK. TSL is a Canadian assay laboratory and is accredited under ISO/IEC 17025. Each bagged rock sample was dried, crushed to 70% passing 10 mesh and a 250g pulp was pulverized to 95% passing 150 mesh for assaying. A 0.5g cut was taken from each pulp for base metal analysis (if needed) and leached in a multi acid (total) digestion and then analyzed for copper, lead, zinc and silver by atomic absorption. Gold concentrations were determined by fire assay using a 30g charge followed by fire assay gravimetric an atomic absorption finish. Samples greater than an upper detection limit (3000 ppb) were reanalyzed using a 1 AT charge. Rockcliff inserted certified blanks and standards in the sample stream to ensure lab integrity.

**Snow Lake Gold (SLG) Property**

On October 5, 2016 Rockcliff announced an option to earn a 100% interest in the SLG Property which is strategically located in the Snow Lake mining camp and adjacent to a former million ounce gold producer (New Britannia Mine) as well as a fully functional non-operating 2,150 tonne per day gold mill facility. The gold property now forms part of Rockcliff's existing Snow Lake Project.

The property hosts multiple, gold-rich shear zones interpreted to be associated with fault splays off the main McLeod Road Thrust Fault, a major regional structural break that strikes across the property for 9 km and is associated with gold mines and deposits in the Snow Lake camp. The property covers 42 claims totalling 5,304 hectares. Several gold and VMS zones have been identified on the property of which the higher priority zones are briefly described below.

**Birch Gold Extension:** Historical shallow drilling inside the property boundary and located 300m east of the previously mined Birch gold deposit intersected potential extensions of the deposit:

- Zone 3: 8.92g/t Au over 0.7m (BIR11-06),
- Zone 5: 6.65g/t across 0.4m (BIR11-11),
- Zone 5: 3.82g/t Au across 3.15m including 6.28g/t across 1.0m (BIR11-12) and
- Zone 6: 61.83g/t Au across 0.41m (BIR11-12).

Gold mineralization is associated with moderately to strongly sheared quartz-carbonate flooded zones with arsenopyrite, pyrite and pyrrhotite.

**Hawk Gold-Copper Zone:** An undrilled, siliceous pillow basalt-bearing horizon with stringers to massive sulphides containing copper-gold mineralization has been intermittently traced for over 2 km with widths up to 30m. Historical grab samples were reported to grade from trace to 2.0g/t gold and trace to 5.2% copper throughout the zone. VMS alteration of garnet-anthophyllite-cordierite and tourmaline is associated within the footwall of the zone. The horizon is proximal and parallel to the regional McLeod Road Thrust Fault.

**Angus Bay Gold Zone:** An undrilled, structurally controlled 800m long siliceous quartz-feldspathic gneiss gold zone contains historic grab sample values ranging from 0.86g/t to 34g/t gold. The gold zone is hosted within a subsidiary fault splay off the regional McLeod Road Thrust Fault.

**Wolverton Gold Zone:** Multiple (5) quartz veins associated with rusty, weathered, garnetiferous quartz-feldspar-biotite gneiss. Vein #1 is 305m long and between 3.5m to 10.5m wide. Vein #2 is 1,372m long and averages 0.6m wide. Historical shallow drilling in the 1940s and 1970s intersected values ranging from 1.37g/t gold over 0.61m to 24.69g/t gold over 1.04m. The gold bearing veins are located east of and parallel the regional McLeod Road Thrust Fault.

Rockcliff can acquire a 100% interest in the SLG Property by paying Peter Dunlop an aggregate of $200,000 cash and issuing 750,000 shares to him over a four year period. Expenditure requirements to keep the option in good standing over five years total $1,000,000 with a minimum $100,000 in expenditures in any year. The vendor will retain a 2.5% NSR on the property of which one 1.5% NSR can be purchased at any time for $500,000 per 0.5% NSR. The vendor's remaining NSR will be subject to a first right of refusal in favour of Rockcliff. An advance royalty payment of $35,000/year to the vendor begins after year five of the option and is capped at $175,000. The advanced royalty payment will be repaid from production, if any, on the property.

Dickstone North (DSN) Property

The Corporation holds a 100% interest in the DSN Property.

A major regional structural break called the Morton Lake Fault Zone, crosses the DSN Property for a distance 15 km. The fault zone hosts multiple high grade gold showings with noted visible gold. Historical surface grab sample results ranging from trace to as high as 34.0 g/t gold and historical channel samples from trace to as high as 104.5 g/t gold across 0.25 m have been identified in several mineralized quartz vein systems along a 3 km long section of the fault zone. Rockcliff's geological program will focus on the known area of gold mineralization within the fault zone and on the remaining 12 km strike length that was completely overlooked by previous operators.

**The Shihan Property**

The Shihan Property covers 7 contiguous staked claim blocks totaling 1,360 ha in the Sault Ste Marie Mining Division Ontario. The area covers an approximate 9 km long (east-west) by 2 to 4 km wide (north-south) block of ground located on the northeast end of the Michipicoten Greenstone Belt.

The Company, through Goldpath, owns a 100% undivided interest in the Shihan Property. All claims are subject to a 2% NSR, payable to the vendors upon commercial production of any metal produced on the Shihan Property. One-half (1%) of the NSR can be purchased at any time by the Company from the vendors for $1,000,000. The Company retains the right of first refusal on the remaining NSR amount.

**The following is a breakdown by property of exploration costs from the Snow Lake Project:**

| Year ended March 31, 2017 | Talbot Property ($) | Rail Property ($) | Laguna Property ($) | Other Properties ($) | Total ($) |
|---|---|---|---|---|---|
| Acquisition costs | nil | nil | 66,250 | 300,525 | 366,775 |
| | | | | | |
| **Exploration expenditures** | | | | | |
| Claim management | 3,266 | 6,947 | 8,082 | 44,932 | 63,227 |
| Drilling and assay | 1,036,940 | 11,445 | 8,689 | 90 | 1,057,164 |
| Field expenditures | 134,147 | 20,573 | 20,200 | 45,737 | 220,657 |
| Field office expenses | 31,086 | 1,461 | 552 | 972 | 34,071 |
| Geological personnel | 295,573 | 62,113 | 25,550 | 38,912 | 422,148 |
| Geophysics | 177,000 | 1,200 | 33,750 | 154,295 | 366,245 |
| Other | 3,713 | 2,429 | nil | nil | 6,142 |
| **Total exploration** | **1,681,725** | **106,168** | **96,823** | **284,938** | **2,169,654** |
| | | | | | |
| **Total** | **1,681,725** | **106,168** | **163,073** | **585,463** | **2,536,429** |

| Year ended March 31, 2016 | Talbot Property ($) | Rail Property ($) | Laguna Property ($) | Other Properties ($) | Total ($) |
|---|---|---|---|---|---|
| **Exploration expenditures** | | | | | |
| Claim management | 6,888 | 3,794 | nil | 504 | 11,186 |
| Drilling and assay | 614,791 | nil | nil | nil | 614,791 |
| Field expenditures | 165,303 | 11,050 | nil | 8,667 | 185,020 |
| Field office expenses | 20,373 | nil | nil | nil | 20,373 |
| Geological personnel | 305,054 | nil | nil | 2,600 | 307,654 |
| Geophysics | 29,414 | 3,750 | nil | nil | 33,164 |
| Other | 17,313 | nil | nil | nil | 17,313 |
| **Total exploration** | **1,159,136** | **18,594** | **nil** | **11,771** | **1,189,501** |
| | | | | | |
| **Government grants** | **(159,529)** | **nil** | **nil** | **nil** | **(159,529)** |
| | | | | | |
| **Total** | **999,607** | **18,594** | **nil** | **11,771** | **1,029,972** |

**THE COLOMBIA PROJECT**

The Company presently holds a 2% net smelter return royalty on both the Caramanta and Guadalupe properties located in the Middle Cauca Belt, Colombia, South America. The primary target for the Caramanta and Guadalupe properties are bulk tonnage, porphyry type, gold-copper systems.

**Corporate**

As at March 31, 2017, the Company had total assets of $3,328,456, and total share capital, reserve and deficit of $2,977,495. This compares with total assets of $3,900,807 and total share capital, reserve and deficit of $3,812,408 as at March 31, 2016. The Company incurred exploration costs from continuing operations of $2,536,429 during the year ended March 31, 2017, compared to $1,029,972 during the year ended March 31, 2016.

As at March 31, 2017, the Company had working capital of $862,095 compared to working capital of $1,739,926 as at March 31, 2016. The Company had cash and cash equivalents of $1,099,322 as at March 31, 2017 compared to $1,764,613 as at March 31, 2016. See "Liquidity and Financial Position" below.

## Trends

The Company is a mineral exploration and development company, focused on the exploration and acquisition of mineral properties. The Company has acquired a significant portfolio of exploration assets in Manitoba through its acquisition of Rockcliff Resources Inc and subsequent transactions. The Company's financial success will be partially dependent upon the extent to which it successfully explores its Manitoba properties. The development of exploration assets may take years to complete and the resulting income, if any, is difficult to determine with any certainty. The Company lacks sufficient mineral resources and mineral reserves for mine development and to date has not produced any revenues. The sale value of any mineralization discovered by the Company is largely dependent upon factors beyond the Company's control, such as the market value of the commodities produced.

The Company continues to be cautious with regard to the economic factors that impact the mining industry. These factors include the prices of precious and base metals and the availability of equity financing for the purpose of mineral exploration and development and property acquisition. The Company's future performance is tied to the development of its current mineral property interests, the acquisition of new properties and the overall financial markets.

## Technical Disclosure

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

## Environmental Liabilities

The Company's exploration 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.

## Off-Balance Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements.

## Proposed Transactions

As of the date of this MD&A, there are no new proposed transactions of a material nature that have been finalized by the Company, however, management of the Company continues to review proposed transactions and to evaluate properties that it may acquire in the future.

## Selected Annual Information

| | **Year ended March 31, 2017** | **Year ended March 31, 2016** | **Year ended March 31, 2015** |
|---|---|---|---|
| Revenue | nil | nil | nil |
| Net loss (income) from continuing operations | $3,272,926 | $1,655,690 | $(222,583) |
| Basic and diluted net loss (income) per share from continuing operations | $0.03 | $0.02 | $(0.00) |
| Net loss | $3,272,926 | $1,664,142 | $240,643 |
| Basic and diluted net loss per share | $0.03 | $0.02 | $0.00 |

| | **As at March 31, 2017** | **As at March 31, 2016** | **As at March 31, 2015** |
|---|---|---|---|
| Total assets | $3,328,456 | $3,900,807 | $3,697,729 |
| Total non-current financial liabilities | $nil | $nil | $nil |
| Dividends declared | $nil | $nil | $nil |

## Selected Quarterly Information

The following selected financial data are derived from the audited year-end consolidated financial statements or the unaudited condensed interim consolidated financial statements of the Company. The Company expenses its exploration and acquisition costs as incurred.

| | Net (income) loss and comprehensive for the period | Basic and diluted net loss per share | Total assets |
|---|---|---|---|
| March 31, 2017 | $1,016,242 | $0.01 | $3,328,456 |
| December 31, 2016 | $1,482,792 | $0.01 | $4,244,883 |
| September 30, 2016 | $513,693 | $0.00 | $5,225,940 |
| June 30, 2016 | $260,199 | $0.00 | $3,712,368 |
| March 31, 2016 | ($75,200) | $(0.00) | $3,900,807 |
| December 31, 2015 | $651,039 | $0.01 | $3,997,752 |
| September 30, 2015 | $757,101 | $0.01 | $4,961,041 |
| June 30, 2015 | $331,202 | $0.00 | $5,524,520 |

## Results of Operations

The Company had net loss and comprehensive loss for the three months ended March 31, 2017 of $1,016,242 compared to a net income and comprehensive income of $75,200 for the three months ended March 31, 2016.

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

- a decrease in net income from discontinued operations of $138,624 to $nil due to due to sale of the Colombian subsidiaries in the prior period;
- an increase in investor relations of $32,310 due to costs in the current period related to the Company engaging consultants for investor relations services;
- an increase in consulting of $49,109 due to costs in the current period related to the Company engaging a corporate finance consultant;
- an increase in exploration costs of $870,978 in the current period. See "The Snow Lake Project" above.

The Company had net loss and comprehensive loss for the year ended March 31, 2017 of $3,272,926 compared to a net loss and comprehensive loss of $1,664,142 for the year ended March 31, 2016.

The difference between the comparable years is primarily attributable to:

- an increase in legal and professional expense of $72,434 due to costs in the current period related to the property option and acquisition agreements;
- an increase in investor relations of $102,283 due to costs in the current period related to the Company engaging consultants for investor relations services;

- a decrease in salaries and benefits of $174,749 to $nil due to fees in the prior year to the former Chief Financial Officer;

- an increase in exploration costs of $1,506,457 in the current period. See "The Snow Lake Project" above.

**Liquidity and Financial Position**

As at March 31, 2017, the Company had cash and cash equivalents of $1,099,322 compared to $1,764,613 as at March 31, 2016.

The Company had working capital of $862,095 as at March 31, 2017 compared to working capital of $1,739,926 as at March 31, 2016.

Current liabilities amounted to $350,961 as at March 31, 2017 compared to $88,399 as at March 31, 2016. The Company's cash and cash equivalents of $1,099,322 as at March 31, 2017 is sufficient to pay the current liabilities as at March 31, 2017.

As at March 31, 2017, and to the date of this MD&A, the Canadian dollar and US dollar cash resources of the Company are held with the Royal Bank of Canada in Toronto and RBC Dominion Securities Inc. in Toronto. The Company has no third party debt and its credit and interest rate risk is minimal. 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, bank-backed guaranteed investment certificates.

The Company will require additional funds from equity sources to complete the development of the Snow Lake Project.

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.

## Related Party Transactions

(i) During the year ended March 31, 2017, the Company expensed $60,000 (year ended March 31, 2016 - $60,000) paid or accrued to Durham Exploration, a company controlled by a director of the Company, for advisory and geological services. The amounts charged by Durham Exploration are recorded at their exchange value. Included in the March 31, 2017, amounts payable and other liabilities is $10,650 (March 31, 2016 - $10,000).

(ii) During the year ended March 31, 2017, the Company expensed $240,000 (year ended March 31, 2016 - $142,500) paid or accrued to Lapierre Exploration Services Inc., a company controlled by the President and Chief Executive Officer, for advisory and geological services. The amounts charged by Lapierre Exploration Services Inc. are recorded at their exchange value. Included in the March 31, 2017, amounts payable and other liabilities is $nil (March 31, 2016 - $nil).

(iii) The Chief Financial Officer is a senior employee of Marrelli Support Services Inc. ("MSSI"), a firm providing accounting services. During the year ended March 31, 2017, the Company expensed $50,004 (year ended March 31, 2016 - $37,343) paid or accrued to MSSI. The amounts charged by MSSI are recorded at their exchange value. Included in the March 31, 2017, amounts payable and other liabilities is $10,101 (March 31, 2016 - $9,539).

(iv) During the year ended March 31, 2017, the Company expensed $9,000 (year ended March 31, 2016 - $6,000) paid or accrued to Gardiner Roberts LLP, a company where a director is a partner, for corporate secretarial services and $50,225 (year ended March 31, 2016 - $nil) for legal services. The amounts charged by Gardiner Roberts LLP are recorded at their exchange value. Included in the March 31, 2017, amounts payable and other liabilities is $4,994 (March 31, 2016 - $2,444).

(v) During the year ended March 31, 2017, the Company expensed $27,469 (year ended March 31, 2016 - $3,434) paid or accrued to Norvista Capital Corporation, a shareholder and a company with common directors and management, for rent. The amounts charged by Norvista Capital Corporation are recorded at their exchange value. Included in the March 31, 2017, amounts payable and other liabilities is $2,388 (March 31, 2016 - $4,278).

Remuneration of directors and key management personnel of the Company for the years ended March 31, 2017 and 2016 was as follows:

| | **Year ended March 31,** | |
|---|---|---|
| | **2017** | **2016** |
| Salaries and benefits | nil | $22,500 |
| Severance payments | nil | $120,000 |
| Share-based payments | $110,924 | $56,618 |

All amounts payable are not non-interest bearing, unsecured and due on demand.

## Commitments

(i) On June 18, 2015, the Company entered into a consulting agreement, providing for payment of $15,000 per month for the services of the President and Chief Executive Officer, for advisory and geological services. That agreement had an initial term of one year but automatically extends thereafter for successive terms of one year, unless terminated by the Company thirty days prior to any yearly extension. In the event of termination, the agreement provides for the payment of twelve months of monthly fees.

Upon a Change of Control occurring, the agreement shall automatically be extended to two years from the date upon which a Change of Control occurs. If the agreement is terminated within twelve months after the date upon which a Change of Control occurs, other than for Cause, or if the agreement is terminated for good reason by the CEO, as defined in the agreement, a lump sum payment equivalent to twenty four months of base salary will be payable.

(ii) The Company entered into two agreements for investor relations services and a consulting agreement. Under the agreements the Company has the remaining commitments in fiscal 2018 of $89,245.

## Accounting Policies

**Recent Accounting Pronouncements**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2017 or later periods. 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 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IAS 12 – Income Taxes ("IAS 12") was amended in January 2016 to clarify that, among other things, unrealized losses on debt instruments measured at fair value and measured at cost for tax purposes give rise to a deductible temporary difference regardless of whether the debt instrument's holder expects to recover the carrying amount of the debt instrument by sale or by use; the carrying amount of an asset does not limit the estimation of probable future taxable profits; and estimates for future taxable profits exclude tax deduction resulting from the reversal of deductible temporary differences. The amendments are effective for annual periods beginning on or after January 1, 2017. Earlier adoption is permitted.

## 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 flows based on operating expenditures and other investing and financing activities. The forecast is updated based on activities related to the Company's Properties. Selected information is provided to the Board of Directors of the Company.

The Company's capital management objectives, policies and processes have remained unchanged during the year ended March 31, 2017. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSX-V which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of March 31, 2017, the Company is compliant with Policy 2.5.

## Financial Risk Management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate and foreign currency).

Risk management is carried out by Management with guidance from its Board of Directors under policies approved by the Board of Directors of the Company. The Board of Directors also provides regular guidance for overall risk management. There were no changes to credit risk, liquidity risk or market risk during the years ended March 31, 2017 and 2016.

### Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. Cash and cash equivalents are held with select major Canadian chartered banks, from which management believes the risk of loss to be minimal.

### Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. The Company prepares annual capital expenditure budgets, which are monitored and updated as required. In addition, the Company requires authorization for expenditures on projects to assist with the management of capital. The Company's financial liabilities comprise amounts payable and other liabilities, which are due within 12 months.

### Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

(a) Interest Rate Risk

The Company currently does not have any short-term or long-term debt that is interest bearing and, as such, the Company's current exposure to interest rate risk is minimal.

(b) Foreign Currency Risk

The Company's functional and reporting currency is the Canadian dollar and the Company holds minimal cash balances in US dollars which could give rise to exposure to foreign exchange risk. It is not the Company’s policy to hedge its foreign currency related to the US dollar. Foreign currency risk is not considered significant.

(c) Commodity and equity price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as they relate to precious and base metals and other minerals, and the stock market to determine the appropriate course of action to be taken by the Company.

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depend upon the world market price of precious and base metals and other minerals. Precious and base metals and other mineral prices have fluctuated widely in recent years. There is no assurance that, even if commercial quantities of precious and base metals and other minerals are produced in the future, a profitable market will exist for them. As of March 31, 2016, the Company was not a precious mineral, base metals and other minerals producer. Even so, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

## Share Capital

As at the date of this MD&A, the Company has 136,757,284 issued and outstanding common shares; and an aggregate of 8,200,000 stock options, 21,473,400 common share purchase warrants outstanding, each of which is exercisable to acquire one common share of the Company in accordance with the terms thereof.

| **Options** | **Expiry Date** | **Exercise Price** |
|---|---|---|
| 1,175,000 | March 14, 2018 | 0.60 |
| 225,000 | October 29, 2018 | 0.30 |
| 675,000 | January 22, 2019 | 0.11 |
| 675,000 | February 17, 2020 | 0.11 |
| 1,900,000 | June 22, 2020 | 0.05 |
| 100,000 | April 1, 2021 | 0.10 |
| 3,450,000 | April 4, 2021 | 0.05 |
| **8,200,000** | | |

| Warrants | Expiry Date | Exercise Price ($) PricePrice |
|---|---|---|
| 3,315,600 | December 8, | 0.083 |
| 825,000 | December 8, | 0.11 |
| 94,500 | December | 0.055 |
| 450,000 | December | 0.083 |
| 1,522,500 | December | 0.11 |
| 195,000 | January 23, | 0.083 |
| 14,285,714 | August 16, | 0.10 |
| 785,086 | August 16, | 0.07 |
| **21,473,400** | | |

## Disclosure of Internal Controls

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements, and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing the certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the IFRS.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## Additional Disclosure for Venture Issuers Without Significant Revenue

Expenses, Excluding Exploration Costs, From Continuing Operations

| | **Year ended March 31,** | |
|---|---|---|
| | **2017** | **2016** |
| Legal and professional | $300,967 | $228,533 |
| Share-based payments | $123,983 | $56,618 |
| General and administrative | $154,315 | $227,241 |
| Depreciation | $10,296 | $nil |
| Salaries and benefits | $nil | $174,749 |
| Investor relations | $103,811 | $1,528 |
| Consulting | $55,187 | $nil |
| Interest income | $(10,654) | $(16,958) |
| Foreign exchange gain | $(278) | $(45,993) |
| Gain on sale of equipment | $(1,130) | $nil |
| Total | **$736,497** | **$625,718** |

Expenses, Excluding Exploration Costs, From Discontinued Operations

| | Year ended March 31, | |
|---|---|---|
| | **2017** | **2016** |
| General and administrative | $nil | $61,845 |
| Depreciation | $nil | $7,097 |
| Foreign exchange gain | $nil | $(39,903) |
| Impairment of equipment | $nil | $18,140 |
| Gain on sale of subsidiaries | $nil | $(115,469) |
| Total | **$nil** | **$(68,290)** |

## Risk Factors

There are certain risks associated with an investment in the common shares of the Company, including those listed below:

**Exploration, Development and Operating Risks**

Exploration, development and mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of copper-gold-zinc-silver and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas that may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral-bearing structure may result in substantial rewards, few properties that are explored are ultimately developed into producing mines.

Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a VMS (copper-gold-zinc-silver) or other mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of mineralization and proximity to infrastructure; mineral prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Company towards the search and evaluation of copper-gold-zinc-silver minerals will result in discoveries of commercial quantities of those minerals.

**Risks Associated With the Company's Properties**

The Company's properties are a high risk, speculative venture. No mineral resources or mineral reserves have been identified with respect to the properties to-date, other than an initial inferred resource estimate on the Talbot property and an initial indicated resource estimate on the Rail property. There is no certainty that the expenditures made by the Company towards the search and evaluation of copper-gold-zinc-silver mineralization with regard to the properties or otherwise will result in discoveries of commercial quantities of copper-gold-zinc-silver or other minerals.

In addition, even in the event of the successful completion by the Company of the first phases of exploration on the properties, there is no assurance that the results of such exploration will warrant the completion of further exploration on the properties. In such circumstances, the Company may be required to acquire and focus its operations on one or more additional mineral properties. There can be no assurance that any such additional mineral properties will be available for acquisition by the Company or that, if available, the terms of acquisition will be favourable to the Company.

**Current Economic Conditions**

There are significant uncertainties regarding the price of gold and other base metals and the availability of equity financing for the purposes of mineral exploration and development. The Company's future performance is largely tied to the development of its current mineral properties and the overall health of financial markets. Concern about global growth has led to sustained drops in the commodity markets. Unprecedented uncertainty in the credit markets has also led to increased difficulties in borrowing/raising funds. Companies worldwide have been affected particularly negatively by these trends. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting present shareholders of the Company. These economic trends may limit the Company's ability to develop and/or further explore its mineral property interests.

**Operating History**

The Company has a limited history of operations, is in the early stage of exploration and must be considered an early stage resource exploration Company. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

## Drilling and Production Risks Could Adversely Affect the Mining Process

Once mineral deposits are discovered, it can take a number of years from the initial phases of drilling until production is possible, during which the economic feasibility of production may change. Substantial time and expenditures are required to:

(a) establish mineral reserves through drilling;

(b) determine appropriate mining and metallurgical processes for optimizing the recovery of ore;

(c) obtain environmental and other licenses;

(d) construct mining, processing facilities and infrastructure; and

(e) obtain the ore or extract the minerals from the ore.

If a project proves not to be economically feasible by the time the Company is able to exploit it, the Company may incur substantial write-offs. In addition, potential changes or complications involving metallurgical and other technological processes arising during the life of a project may result in cost overruns that may render the project not economically feasible.

## Reliability of Resource Estimates

There is no certainty that any of the mineral resources that the Company may establish on any of its properties in the future will be realized. Until a deposit is actually mined and processed, the quantity of mineral resources and grades must be considered as estimates only. In addition, the quantity of mineral resources may vary depending on, among other things, metal prices. Any material change in quantity of mineral resources, grade or stripping ratio may affect the economic viability of any project undertaken by the Company. In addition, there can be no assurance that mineral recoveries or other metal recoveries in small-scale laboratory tests will be duplicated in a larger scale test under on-site conditions or during production.

Fluctuations in base precious metals prices, results of drilling, metallurgical testing and production and the evaluation of studies, reports and plans subsequent to the date of any estimate may require revision of such estimate. Any material reductions in estimates of Mineral Resources established in the future could have a material adverse effect on the Company's results of operations and financial condition.

## Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Company may in the future maintain additional insurance to protect against certain risks in such amounts as it considers to be reasonable, its current insurance will not cover all the potential risks associated with a mining Company's operations. The Company may also be unable to take out or maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations as well as upon the value of the securities of the Company.

**Environmental Risks and Hazards**

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties, including the use of hazardous substances such as cyanine by traditional miners in the area. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

Government approvals, approval of aboriginal peoples and permits are currently, and may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing its exploration or mining operations or from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

### Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

### Land Title

Title to the Company's properties has been reviewed by legal counsel on behalf of the Company, however, no assurances can be given that there are no title defects affecting such properties. Title insurance generally is not available, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. Furthermore, the Company has not conducted surveys of the claims in which it holds an interest and, therefore, the precise area and location of such claims may be in doubt. Accordingly, the Company's mineral properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. There is a risk that not all of the Company's concession applications will be successful, however, all of the Company's current drilling and prospective drill targets are on land to which the Company holds registered concession contracts.

### Competition

The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

### Additional Capital

The development and exploration of the Company's properties will require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production on any or all of the Company's properties or even a loss of property interest. In particular, in the event that the Company completes phase two of the drilling program on its properties and further exploration with respect thereto is warranted, or in the event that Company acquires additional mineral properties which entail exploration expenditures, the Company may not have sufficient funds to finance such operations. The primary source of funding available to the Company consists of equity financing. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. Failure to obtain sufficient financing may result in delay or indefinite postponement of exploration, development, or production on any or all of the Company's properties, or even a loss of property interests.

## Commodity Prices

The price of the common shares, the Company's financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of copper, gold or other minerals. The price of gold fluctuates widely and is affected by numerous factors beyond the Company's control such as the sale or purchase of gold by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, the political and economic conditions of major mineral-producing countries throughout the world, and the cost of substitutes, inventory levels and carrying charges. Future serious price declines in the market value of gold or other minerals could cause continued development of and commercial production from the Company's properties to be impracticable. Depending on the price of copper, gold and other minerals, cash flow from mining operations may not be sufficient and the Company could be forced to discontinue production and may lose its interest in, or may be forced to sell, some of its properties. Future production from the Company's mining properties is dependent upon the prices of gold and other minerals being adequate to make these properties economic.

In addition to adversely affecting the Company's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

## Government Regulation

The mining, processing, development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although the Company's mining and processing operations and exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

## Market Price of Common Shares

Common shares of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The price of the Company's common shares is also likely to be significantly affected by short-term changes in gold or other mineral prices or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company's performance that may have an effect on the price of the Company's common shares include the following: the extent of analytical coverage available to investors concerning the Company's business may be limited if investment banks with research capabilities do not follow the Company's common shares; lessening in trading volume and general market interest in the Company's common shares may affect an investor's ability to trade significant numbers of the Company's common shares; and the size of Company's public float may limit the ability of some institutions to invest in the Company's common shares.

As a result of any of these factors, the market price of the Company's common shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

## Dividend Policy

No dividends on the Company's common shares have been paid by the Company to-date. Payment of any future dividends will be at the discretion of the Company's board of directors after taking into account many factors, including the Company's operating results, financial condition and current and anticipated cash needs.

## Future Sales of Common Shares by Existing Shareholders

Sales of a large number of the Company's common shares in the public markets, or the potential for such sales, could decrease the trading price of the Company's common shares and could impair the Company's ability to raise capital through future sales of its common shares.

## Key Executives

The Company is dependent on the services of key executives, including the directors of the Company and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

### Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the *Business Companies Act* (Ontario) and other applicable laws.

## Additional Information

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