FORM 7  
  
MONTHLY PROGRESS REPORT

Name of Listed Issuer: Rockcliff Metals Corporation\_\_\_\_\_\_\_\_\_ (the “Issuer”).

Trading Symbol: RCLF\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_

Number of Outstanding Listed Securities: 307,619,187 \_\_\_\_\_\_\_\_\_

Date: February 6, 2020 \_\_\_\_\_\_\_\_\_

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer’s ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

**General Instructions**

1. Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
2. The term “Issuer” includes the Issuer and any of its subsidiaries.
3. Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

**Report on Business**

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.

On January 14, 2020 the Issuer announced that its ongoing, fully funded +100,000-metre drill program which began in 2019 has now re-commenced. This extensive drill program will continue to focus on enhancing the confidence of the Company’s advanced-stage deposits while drilling will also be initiated on other high-grade copper deposits that are within trucking distance to the Company’s fully functional leased mill and tailings complex.

On January 17, 2020 the Issuer announced the expansion of copper mineralization bellow the Rail deposit, located in Snow Lake, Manitoba. All remaining drill core assay results from the 2019 drill program have been received and the drilling has identified high-grade copper mineralization below the existing 100% owned NI 43-101 Indicated resource.

On January 24, 2020 the Issuer announced the completion of a NI 43-101 Technical Report and a copper-gold grab sampling program on the its SLG Gold Property located in Snow Lake, Manitoba.

On January 27, 2020 the Issuer announced that KG Exploration (Canada) Inc., an affiliate of Kinross Gold Corporation has completed its 2019 exploration program including over 3,000 metres of drilling at Rockcliff’s Laguna property in Snow Lake, Manitoba.

1. Provide a general overview and discussion of the activities of management.

See item 1 above.

1. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

None.

1. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

None.

1. Describe any new business relationships entered into between the Issuer, the Issuer’s affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

None.

1. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer’s affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

None.

1. Describe any acquisitions by the Issuer or dispositions of the Issuer’s assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

None.

1. Describe the acquisition of new customers or loss of customers.

Not applicable.

1. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

Not applicable.

1. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

Not applicable.

1. Report on any labour disputes and resolutions of those disputes if applicable.

Not applicable.

1. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

None.

1. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

None.

1. Provide details of any securities issued and options or warrants granted.

On January 1, 2020 the executive team, including Alistair Ross, President and CEO, Christopher Stackhouse, CFO, and Ken Lapierre, VP of Exploration, were granted 2,273,404 stock options, exercisable at $0.15 per share for seven years. The options vest after three years, subject to total shareholder return performance vesting conditions.

1. Provide details of any loans to or by Related Persons.

None.

1. Provide details of any changes in directors, officers or committee members.

None.

1. Discuss any trends which are likely to impact the Issuer including trends in the Issuer’s market(s) or political/regulatory trends.

None.

**Certificate Of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated February 6, 2020 .

Christopher Stackhouse   
Name of Director or Senior Officer

*“Christopher Stackhouse”*   
Signature

Chief Financial Officer   
Official Capacity

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| ***Issuer Details***  Name of Issuer  ROCKCLIFF METALS CORPORATION | For Month End  January 2020 | Date of Report  YY/MM/D  2020/02/06 |
| Issuer Address  Suite 1660, 141 Adelaide Street West, Toronto, Ontario, M5H 3L5 | | |
| City/Province/Postal Code  Toronto, Ontario, M5H 3L5 | Issuer Fax No.  (416) 865-6636 | Issuer Telephone No.  (249) 805 9020 |
| Contact Name  Christopher Stackhouse | Contact Position  Corporate Secretary / CFO | Contact Telephone No.  (249) 806 0388 |
| Contact Email Address  [cstackhouse@rockcliffmetals.com](mailto:cstackhouse@rockcliffmetals.com) | Web Site Address  <http://www.rockcliffmetals.com> | |