

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Rockcliff Metals Corporation (the "Issuer").

Trading Symbol: RCLF

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement 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 the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement 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 following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE "A": FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE "B": SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule "A".

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

See Schedule "A"

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
November 23, 2020	Common shares	Issuance of shares re: SLG Property	125,000	N/A	N/A	Property		

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

The following information details the outstanding share capital of the Issuer as at the three-month period ended December 31, 2020:

(a) Authorized:

The authorized share capital consists of an unlimited number of common voting shares.

(b) Issued and Outstanding:

Type of Share	Number of Shares Issued and Outstanding
Common Shares	307,768,687

(c) Options and Warrants Outstanding:

Outstanding Capital	Number of Common Shares	Exercise Price Per Common Share	Expiry Date
Options	33,333 ⁽¹⁾	\$0.30	April 1, 2021
Options	483,333	\$0.15	April 4, 2021

Options	300,000	\$0.15	October 9, 2021
Options	1,850,000	\$0.15	October 9, 2023
Options	4,000,000	\$0.15	June 24, 2024
Options	1,250,000	\$0.15	December 16, 2024
Options	3,347,517	\$0.15	January 1, 2027
Broker Warrants	428,633	\$0.19	May 2, 2021

Notes:

(1) Exercisable into units consisting of 1 common share and 1 warrant. Each additional warrant is exercisable at \$0.15 until August 16, 2020.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Alistair Ross	President, CEO and Director
Kenneth Lapierre	Vice-President Exploration and Director
Christopher Stackhouse	CFO and Corporate Secretary
Donald H. Christie	Director
Mark Sawyer	Director
Petra Decher	Director
Gordon Graham	Director

SCHEDULE "C": MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

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 Quarterly Listing Statement.
2. As of the date hereof there 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 5 Quarterly Listing Statement is true.

Dated: February 24, 2021.

Chris Stackhouse

Name of Director or Senior Officer

(signed) "Chris Stackhouse"

Signature

Chief Financial Officer

Official Capacity

Issuer Details		
Name of Issuer	For Quarter Ended	Date of Report YY/MM/D
ROCKCLIFF METALS CORPORATION	December 31, 2021	2021/02/24
Issuer Address		
2231 Long Lake Road, Suite 2		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Sudbury, Ontario, P3E 5H3	N/A	(249) 806-0388
Contact Name	Contact Position	Contact Telephone No.
Chris Stackhouse	Chief Financial Officer	(249) 806-0388
Contact Email Address	Web Site Address	
cstackhouse@rockcliffmetals.com	http://www.rockcliffmetals.com	