

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

The following discussion of financial condition, changes in financial condition and results of operations has been prepared by the Company's management. This document is intended to accompany the unaudited interim financial statements as at February 28, 2010 and should be read in conjunction with those financial statements.

FORWARD LOOKING INFORMATION

This Management's Discussion & Analysis (MD&A) contains forward-looking statements that involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Company, or the industry in which it operates, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this document, the words "may", "should", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" the negative thereof, other variations thereon, or comparable terminology are intended to identify forward-looking statements. Such forward-looking statements reflect the current expectations of the management of the Company with respect to future events based on currently available information and are subject to such risks and uncertainties. Many factors could cause our actual results to differ materially from the statements made, including those factors summarized below under the heading "Risk Factors" and discussed in filings made by us with the Canadian securities regulatory authorities.

Should one or more of these risks and uncertainties, such as actual results of current exploration programs, the general risks associated with the mining industry, the price of gold and other metals, currency and interest rate fluctuations, increased competition and general economic and market factors, occur or should assumptions underlying the forward looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, or expected. The forward-looking statements contained in this MD&A speak only as of the date hereof. The Company does not undertake or assume any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law. Stakeholders are cautioned not to put undue reliance on such forward-looking statements.

OVERVIEW

The Company operates a single business segment which is engaged in the exploration for base and precious metals in Manitoba and Ontario. The management of the Company has not changed since the fiscal year end and is comprised of the following individuals:

<u>Name</u>	<u>Position(s) Held</u>
Ken Lapierre, P. Geo	Director, CEO, President
Peter Wood, P. Geo., P. Eng.	Director, VP Exploration
William R. Johnstone, LL.B. ⁽¹⁾⁽²⁾	Director, Corporate Secretary
Tim Campbell	Director
Denis Arsenault, C.A. ⁽¹⁾⁽²⁾	Director
Glenn Bowman, F.C.A. ⁽¹⁾⁽²⁾⁽³⁾	Director
Mike Kindy, C.A.	CFO

⁽¹⁾ Member of the Company's Audit Committee

⁽²⁾ Member of the Company's Compensation Committee

⁽³⁾ Added to the Board during the period

OVERALL PERFORMANCE

The Company had a very productive second fiscal quarter as it raised the financing necessary to fund its current and near-future exploration activities, continued to obtain favourable results from its drill program, made successful application for available government grants, and conducted critical analyses of its completed exploration. While no definable resource has yet been identified on any of its properties there is little doubt that progress is being made towards the stated objective of being mine-finders.

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

OVERALL PERFORMANCE – (continued)

During December 2009 the Company completed its obligation arising from the flow through financing completed in April 2008 and successfully closed another financing transaction. Through the new financing the Company issued 8,000,000 flow-through units for proceeds of \$2,000,000 and issued another 5,000,000 working capital units for an additional \$1,000,000 in gross proceeds. The flow-through element of the financing obligates the Company to spend a minimum of \$2,000,000 on property exploration before December 31, 2010. By February 28, 2010 the Company had already incurred over \$620,000 in qualified charges related to this obligation and almost half of that amount had been paid. The \$1,000,000 in additional proceeds was used to pay the costs of the offering, which amounted to \$202,958, and the remaining \$797,042 is available for working capital, to make property option payments, and other general uses. It is anticipated that the money raised will be adequate to fund the Company's administrative activities for the foreseeable future as well as making a significant contribution towards the exploration of its properties.

Throughout the second quarter the Company conducted drilling on two of the properties that it holds under option. There is a continuing focus on the Rail property where winter drilling covered over 8,100 metres and the zone remains open in all directions. The assays of drill core removed from this property have continued to provide high grades of copper and other minerals. The winter drill program was concluded during March as warm weather mandated the removal of the equipment. Alternative forms of exploration activities will be conducted on the Company's properties until such time as the weather permits drilling to recommence.

While the winter drill program was focused on the Rail property the Company was busy conducting other investigative and analytical work. This work not only covered the Company's properties but also the surrounding areas. These evaluations led to the acquisition of new properties that adjoin to existing properties already held or controlled by the Company. One of these new properties adjoins the Rail property to the north, in an area where the Rail zone remains open.

In addition to the land acquisitions the evaluations also led to the decision to surrender some properties back to their owner. Shortly after the end of the period, management made the final determination that the future option payments and expenditure requirements associated with three properties were excessive based upon exploration results obtained to date. During the period the Company had determined that the amounts already expended on these particular properties were unlikely to be recovered. This resulted in the recognition of an impairment loss in the amount of \$1,187,234, representing the full carrying value of these properties. Although this impairment loss was recognized in the current quarterly period the formal surrender of the properties did not occur until the Company received confirmation of its assessment through the final reports from its airborne testing. The surrender, which occurred immediately before the next option payments became due, eliminates an obligation to make \$810,000 in option payments over the next 2 years as well as eliminating over \$2,500,000 in exploration requirements.

The Company also dealt with some administrative matters including formalizing an amendment to the option agreement on its Tower property. The Company entered into an option agreement on this property in February 2008 however a dispute between the province of Manitoba and a First Nations tribe prevented the Company from beginning work on this property. It had been informally agreed that the Company's obligations under the option agreement would be held in abeyance pending resolution of this dispute and the amendment formalized this agreement. Just prior to the date of this document the dispute was resolved and the Company received its work permit. This signifies the start of the timeline for the payment and performance obligations stated in the original option agreement and confirmed by this amendment

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

OVERALL PERFORMANCE – (continued)

Each spring the Company goes through a little bit of a lull in its exploration activities as the ground becomes too soft to be able to work safely or to support the equipment. As of the date of this document we are in one of these lulls. While we wait out the drying up and hardening that is necessary to make travel in the area feasible, planning and evaluation continues.

The Company is in a good position, both financially and administratively, to forge ahead with exploration activities as soon as the weather permits however it remains certain that additional financing will be required to enable the Company to explore and develop its properties.

SELECTED FINANCIAL DATA

	For the fiscal years ended:			
	<u>Aug. 09</u>	<u>Aug. 08</u>	<u>Aug. 07</u>	
Interest income	27,921	27,756	42,907	
Net income (loss) from operations	(866,654)	(560,029)	(817,877)	
Per share	(0.03)	(0.02)	(0.06)	
Net income (loss) for the period	(776,854)	322,637	(817,877)	
Per share	(0.03)	0.01	(0.06)	
Mineral resource properties	8,429,401	7,093,292	1,374,661	
Total assets	9,454,402	10,383,078	2,926,908	
Total liabilities	1,798,445	2,117,672	574,625	

	For the three month periods ended:			
	<u>Feb. 10</u>	<u>Nov. 09</u>	<u>Aug. 09</u>	<u>May 09</u>
Interest income	5	343	408	4,336
Net income (loss) from operations	(1,317,273)	(162,947)	(262,589)	(207,359)
Per share	(0.03)	(0.01)	(0.01)	(0.01)
Net income (loss) for the period	(1,051,507)	(154,131)	(289,299)	(254,092)
Per share	(0.02)	(0.01)	(0.01)	(0.01)
Mineral resource properties	8,926,338	9,731,313	8,429,401	8,366,704
Total assets	11,797,571	10,152,784	9,454,402	9,518,606
Total liabilities	2,526,842	2,111,406	1,798,445	1,734,755

	<u>Feb. 09</u>	<u>Nov. 08</u>	<u>Aug. 08</u>	<u>May 08</u>
Interest income	10,653	12,524	19,900	8,347
Net income (loss) from operations	(337,957)	(58,749)	(56,484)	(114,469)
Per share	(0.01)	(0.00)	(0.00)	(0.00)
Net income (loss) for the period	(223,606)	(9,857)	826,182	(114,469)
Per share	(0.01)	(0.00)	0.03	(0.00)
Mineral resource properties	7,953,480	7,712,891	7,093,292	6,164,229
Total assets	9,843,645	10,122,662	10,383,078	10,368,376
Total liabilities	1,805,702	1,861,113	2,117,672	3,009,915

The Company reported no long-term financial liabilities or dividends during the periods noted above.

RESULTS OF OPERATIONS

The Company continues to work towards its objective of being a mine finder through the exploration of its mineral resource properties and currently has no source of operating revenues. Although every effort is made to control expenses, the absence of operating revenues translates into the recognition of operating losses each fiscal period. As at February 28, 2010 the Company has reported a three-month operating loss of \$1,317,273 and a six-month operating loss of \$1,480,220. While each of these loss figures are greater than the corresponding amounts reported at February 2009 management wishes to remind the reader that the nature and extent of reported losses are primarily a bi-product of the exploration and financing activities undertaken each period and accordingly they will continue to fluctuate.

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

RESULTS OF OPERATIONS – (continued)

A major element of any exploration program is the continual analysis of exploration data and re-evaluating the best way to proceed. In some circumstances it is determined that the best course of action is to stop exploration in certain areas and to focus the Company's time and resources elsewhere. A determination like this was made in February 2009 leading to the immediate surrender of certain land holdings and the recognition of a loss on abandonment of \$257,092. A similar decision in February 2010 led to the recognition of an impairment loss of \$1,187,234 and the subsequent surrender of the properties. While the Company seeks to be successful in each of its ventures it is probable that losses of this nature will arise in the future.

Each period the Company reports incidental revenue representing the interest it is able to earn by investing available cash reserves in secure, short-term cash-based investments. The amount of interest earned is dependent upon the amount of cash available to place into these investments, the term these investments are held, and the prevailing market rates of interest. For the quarter ended February 28, 2010 the Company generated only \$5 in interest income as both internal and market conditions made investing impractical. The improvement the Company realized in its cash position during the second quarter has enabled the recent acquisition of short-term interest bearing investments. Although prevailing interest rates remain low it is anticipated that additional amounts of interest will be earned in future periods.

For the three month and six month periods ended February 28, 2010 the Company reported aggregate expenses in the amount of \$130,044 and \$293,334, respectively, in addition to the losses noted above. Similar expenses for the same periods one year earlier were \$91,518 and \$162,791. Comparison of these totals is somewhat difficult however due to two charges that arose only during the first quarter of the 2010 year. Both of these charges, being stock option compensation and losses on disposal of equipment, arise as a consequence of transactions that occur periodically but with no regularity or predictability with respect to either timing or value.

Stock option compensation is recognized whenever stock options are granted. The amount is dependent upon the quantity and terms of stock options granted along with the current market price for the Company's shares, the volatility of the Company's share price, and prevailing market rates of interest. Options were granted in the first quarter of 2010 giving rise to compensation expense of \$39,652 while none were granted during the first six months of 2009. It should be noted that after February 28, 2010, but prior to the date of this document, the Company has issued more stock options therefore additional compensation expense will be recorded in the next fiscal quarter.

During the first quarter of 2010 the Company reported a loss of \$33,564 arising from the disposal of property, plant and equipment. The Company relocated from Sudbury to Toronto during that period and therefore surrendered all capital improvements it had made to its Sudbury office and disposed of assets that were deemed redundant or to impractical to transfer to the new office. While the Company may dispose of items from time to time it is not anticipated that anything on this scale will recur in the foreseeable future.

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

RESULTS OF OPERATIONS – (continued)

While all remaining expense categories have elements that recur each period there are a number of variations in the timing and nature of individual components. For the recently concluded quarter the largest individual expense category was general and administrative expenses. The total for the period was \$40,043 while for the second quarter of 2009 it amounted to only \$6,352. The majority of this increase is attributable to a charge of \$32,325 that the Company incurred in relation to the flow through financing completed in April of 2008. Whenever a company undertakes a flow through financing it commits to spend the gross proceeds it receives on exploration activities and to do so on or before December 31 of the following year. Even when a company complies with this deadline, however, it is subjected to a charge levied by Canada Revenue Agency based upon the amounts expended over the ten months preceding this deadline. Although the Company satisfied the deadline of December 31, 2009 it was required to pay this charge in the amount of \$32,325. No similar charge arose in the periods ended February 2009.

Professional fees, which amounted to \$26,298, represent the next largest expense of the quarter. While this figure is \$2,944 lower than the 2009 total it should be noted that an additional \$15,772 in legal costs were incurred during the current period in connection with the private placement financing. These additional fees were charged against share capital. The Company utilizes legal services any time that it is becoming a party to a legal contract in the effort to ensure that all aspects of the agreement are appropriate for the Company and that the Company complies with any and all regulatory requirements. Legal fees will continue to fluctuate from period to period depending upon the timing, nature and extent of services that are required.

Filing fees were higher for the second consecutive quarter. Current period costs of \$22,090 are \$16,804 greater than 2009 levels while the six month total of \$31,018 reflects an increase of \$20,981. The cost increases can be traced to higher charges from the Company's transfer agent, higher costs to disseminate information to shareholders and prospective shareholders, and higher regulatory fees. Each of these costs are transaction based and therefore will fluctuate from period to period in accordance with the Company's activities.

Consulting fees for the current period amounted to \$19,625 and were 15% higher than 2009 levels. During the period the Company retained the services of one of its Directors to assist with administrative duties specifically related to the Company's securities. It is envisioned that this will alleviate some of the administration previously completed by the CEO thereby allowing him to focus more of his time on matters related to the mineral resource properties.

No other expenses exceed 5% of total expenses for any period and are within management's expectations so they have not been elaborated upon. It can be noted however that insurance costs and advertising and promotion have remained reasonably consistent while each of travel and accommodation, occupancy costs and amortization have declined as anticipated.

PROPERTIES

To February 28, 2010 the Company has acquired, and made expenditures on, mineral resource properties as follows:

	Ontario Shihan Property	Manitoba VMS Properties	Manitoba Gold Properties	All Properties
Acquisition costs	\$ 236,900	\$ 480,294	\$ 148,522	\$ 865,716
Exploration costs	1,109,885	9,025,041	13,628	10,148,554
Government grant	-	(494,639)	-	(494,639)
Properties abandoned or written down	-	(1,593,293)	-	(1,593,293)
Total costs to date	<u>\$ 1,346,785</u>	<u>\$ 7,417,403</u>	<u>\$ 162,150</u>	<u>\$ 8,926,338</u>

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

The Manitoba VMS Properties can be further subdivided as follows:

	<u>HudBay Properties</u>	<u>Jackfish Property</u>	<u>Tower Property</u>	<u>Other Properties</u>	<u>Manitoba Properties</u>
Acquisition costs	\$ 94,736	\$ 70,588	\$ 206,962	\$ 108,008	\$ 480,294
Exploration costs	6,712,764	686,799	2,300	1,623,178	9,025,041
Government grants	(346,898)	(21,968)	-	(125,773)	(494,639)
Properties abandoned	<u>(1,187,234)</u>	<u>-</u>	<u>-</u>	<u>(406,059)</u>	<u>(1,593,293)</u>
Total costs to date	<u>\$ 5,273,368</u>	<u>\$ 735,419</u>	<u>\$ 209,262</u>	<u>\$ 1,199,354</u>	<u>\$ 7,417,403</u>

These amounts, and any future costs, will be deferred and reported as an asset of the Company until such time that the properties are brought to commercial production, sold, disproved or abandoned at which time an appropriate amount will be charged against income.

The anniversary date for the option agreement on the seven HudBay properties occurred on March 22, 2010. At that time the option payments came due and a new threshold for minimum exploration expenditures became effective. Immediately prior to the anniversary date the Company made the required payments for four of the option agreements and advised the property owners that it was surrendering its rights under the other three. This decision to surrender these properties reflects management's assessment of the results of exploration completed on these properties in relation to the expenditure and option payment commitments that would have ensued. The Company had previously assessed the likelihood of recovery of the amounts expended on these three properties as doubtful and recorded an impairment loss of \$1,187,234 as at February 28, 2010.

The HudBay Properties are now comprised of four individual properties, each of which is governed by its own option agreement. The acquisition costs noted above include the initial option payments of \$10,000 per property, or \$40,000 in total, plus the cost of staking claims within the areas of influence of these properties.

The Company is currently evaluating its opportunities relative to the Shihan VMS property in which it holds a 100% interest, subject to a 2% net smelter returns royalty.

As at February 28, 2010, and as at the date of this document, each of the Company's resource property options, claims and licenses are in good standing.

LIQUIDITY

During the recently concluded fiscal quarter the Company completed a private placement financing whereby it issued 8,000,000 flow-through units at a price of \$0.25 per unit and 5,000,000 working capital units at a price of \$0.20 per unit and raised gross proceeds of \$3,000,000. Each flow-through unit is comprised of one common share and one-half share purchase warrant while each working capital unit is comprised of one common share and one share purchase warrant. Each warrant entitles the holder to acquire an additional common share of the Company at a price of \$0.40 until June 18, 2011. The Company paid finders' fees in the amount of \$170,415 plus 1,031,500 compensation warrants. Each compensation warrant entitles the holder to acquire an additional common share of the Company at a price of \$0.20 until April 19, 2010.

Since the Company currently has no source of revenues or other means of generating cash from operations it will remain reliant on its ability to raise financing, either through private or public sources, in order to satisfy its obligations as they become due. Although the Company has been successful to date in obtaining the financing that it has required there is no assurance that it will be successful in completing future financing transactions which are expected to be required in order to satisfy the Company's exploration and operating commitments.

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

CAPITAL RESOURCES

The Company has not entered into any commitments to acquire equipment. It does however, have exploration expenditure and option payment commitments, as described in the following section, which must be satisfied in order to maintain and secure its interests in the mineral resource properties that are subject to property option agreements. It is certain that the Company will require additional financing in order to meet these commitments.

OFF-BALANCE SHEET ARRANGEMENTS

In March 2007 the Company entered into seven option agreements whereby it will acquire a 100% working interest, subject to a 2% Net Smelter Returns Royalty, in seven Snow Lake properties in Manitoba. Prior to the date of this document the Company surrendered its rights under three of these option agreements. In accordance with the terms of the four remaining agreements, the Company is required to make the following aggregate payments on or before the following dates:

	Cash <u>Payments</u>	Exploration <u>Expenditures</u>
March 22, 2011	\$ 230,000	\$ 2,100,000
March 22, 2012	<u>950,000</u>	<u>-</u>
	<u>\$ 1,180,000</u>	<u>\$ 2,100,000</u>

As at February 28, 2010, and as at the date of this document, the Company has satisfied all obligations that have come due in accordance with these agreements. In addition to the amounts noted above the Company has already satisfied \$800,000 in future exploration expenditure commitments representing 100% of the remaining commitment for one of the four properties.

In September 2007 the Company entered into an option agreement to acquire a 100% working interest, subject to a 3% Net Smelter Returns Royalty, in the Jackfish Nickel Property in the Snow Lake District of Manitoba. In accordance with the terms of the agreement, the Company is required to make the following payments on or before the following dates.

	Cash <u>Payments</u>	Common <u>Shares</u>
September 17, 2010	\$ 17,500	20,000
September 17, 2011	<u>45,000</u>	<u>20,000</u>
	<u>\$ 62,500</u>	<u>40,000</u>

Prior to February 28, 2010 the Company had satisfied all exploration expenditure requirements stipulated in the option agreement.

In February 2008 the Company entered into an option agreement to acquire a 70% working interest, subject to a 2% Net Smelter Returns Royalty, in the Tower VMS Property in the Thompson Nickel Belt in Manitoba. A dispute between the Manitoba government and a First Nations tribe continues to prevent exploration activities from starting. On March 1, 2010 the parties executed an amendment to the original option agreement. This amendment defines the starting date, from which the anniversaries will be measured, as being the date when the work permit is approved and granted. This occurred on March 26, 2010 and therefore in accordance with the terms of the agreement, and the amendment, the Company is required to make the payments noted below.

	Cash <u>Payments</u>	Exploration <u>Expenditures</u>
March 26, 2011	\$ 30,000	\$ ⁽¹⁾
March 26, 2012	30,000	2,000,000
March 26, 2013	30,000	-
March 26, 2014	<u>30,000</u>	<u>2,000,000</u>
	<u>\$ 120,000</u>	<u>\$ 4,000,000</u>

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

OFF-BALANCE SHEET ARRANGEMENTS – (continued)

- ⁽¹⁾ The Company must have completed a minimum of 2,000 metres of diamond drilling, penetrating beyond the Precambrian-Paleozoic boundary.

In November 2009 the Company entered into three option agreements whereby it will acquire a 100% working interest, subject to a 2% Net Smelter Returns Royalty, in three properties, located near Snow Lake Manitoba, that are collectively referred to as the Gold Dust property. In accordance with the terms of the agreement, the Company is required to make the following payments on or before the following dates

	Cash <u>Payments</u>	Common <u>Shares</u>	Exploration <u>Expenditures</u>
November 23, 2010	\$ 35,000	90,000	\$ 175,000
November 23, 2011	35,000	90,000	225,000
November 23, 2012	55,000	90,000	300,000
November 23, 2013	65,000	90,000	375,000
To November 2019 ⁽¹⁾	<u>120,000</u>	<u>-</u>	<u>300,000</u>
	<u>\$ 310,000</u>	<u>360,000</u>	<u>\$ 1,375,000</u>

- ⁽¹⁾ From November 2014 through November 2019 the Company is required to make cash payments of \$20,000 and the aggregate exploration expenditure requirement increases by \$50,000. Beyond November 2019 the cash payments of \$20,000 are to continue annually as long as the Company retains its interest in the property. Commencing November 2010, each annual payment of \$20,000 will represent a non-refundable advance royalty payment which can be applied as a pre-payment against the net smelter returns royalty, if any.

In February 2010 the Company entered into an option agreement to acquire a 100% interest, subject to a 2% net smelter returns royalty, in the Deer-Reed property, located in the Snow Lake District in Manitoba. The agreement defines the closing date for this transaction to occur upon the initial issuance of shares, a payment of approximately \$6,000 to Manitoba Mining to keep the property in good standing until March 2011, and delivery by the vendor of all documents necessary to enable the Company to register this property in its name. Regulatory approval of this transaction was granted March 3, 2010 at which time the initial shares were issued. In order to exercise its option the Company must issue 25,000 common shares on or before the closing date, make a payment of approximately \$6,000 to Manitoba Mines, issue 25,000 common shares on or before each of the first three anniversaries of the closing, and maintain the property in good standing. The agreement also grants the Company the right to purchase one half or 1.0% of the net smelter returns royalty for \$500,000 and will have a right of first refusal on the remaining 1% net smelter returns royalty.

The Company has also entered into a lease agreement relative to its Toronto office facility which requires monthly payments of \$1,000 until August 1, 2010.

With the exception of the agreements described above, the Company has not entered into any other commitments or purchase contracts as at the date of this document.

TRANSACTIONS WITH RELATED PARTIES

The following related parties had transactions with the Company during the period or have outstanding balances at the end of the period:

Lapierre Exploration Services ("Lapierre") is a company that is owned and operated by a Director
Geodigital Mapping Systems Inc. ("Geodigital") is a company owned and operated by a Director
Gardiner Roberts LLP ("Gardiner") is a legal firm in which a Director of the Company is a partner.
Public Company Services ("Public") is a company owned and operated by a Director
Cryo-Line MDI Inc. ("MDI") is a company owned and operated by a Senior Officer

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

TRANSACTIONS WITH RELATED PARTIES – (continued)

The following fees and expenses have been recorded at exchange amounts established and agreed to by the related parties. All transactions with related parties are in the normal course of operations and have been carried out on the same terms as those accorded to unrelated parties. As at February 28, 2010 there was \$68,430 (2009 - \$43,289) included in accounts payable and accrued liabilities as a result of these transactions:

		Feb. 28 2010	Feb. 28 2009
Lapierre	Exploration expenditures	\$ 92,902	\$ 88,873
Lapierre	Consulting fees and expenses	9,907	5,120
Geodigital	Exploration expenditures	102,656	98,007
Geodigital	Disposal of assets ⁽¹⁾	7,687	-
Gardiner	Professional fees	37,444	23,854
Gardiner	Stock issuance fees	14,414	-
Public	Consulting fees and expenses	5,000	-
MDI	Consulting fees	24,119	24,695

⁽¹⁾ This is the loss resulting from the sale of equipment to the related party. This sale was concluded at fair market value and only included equipment that the Company was no longer utilizing.

CONVERTIBLE INSTRUMENTS AND OTHER SECURITIES

The Company has the following securities issued. The amounts shown represent the actual cash proceeds or other compensation received as a result of their issuance:

	<u>Quantity</u>	<u>Amount</u>
Common shares at August 31, 2008	29,388,893	\$ 7,753,670
Shares issued under property options	<u>20,000</u>	<u>6,000</u>
Common shares at August 31, 2009	29,408,893	7,759,670
Shares issued under private placement ⁽¹⁾	5,000,000	500,000
Less: cash expenses associated with offering		(42,500)
Less: value attributed to agents' units		(32,975)
Less: value attributed to associated warrants		(151,869)
Shares issued under private placement ⁽²⁾	13,000,000	3,000,000
Less: cash expenses associated with offering		(202,958)
Less: value attributed to compensation warrants		(152,558)
Less: value attributed to associated warrants		(602,069)
Less: tax value attributed to the renounced expenditures		(660,000)
Shares issued upon exercise of warrants	500,000	75,000
Plus: value previously attributed to the warrants		15,187
Shares issued upon exercise of agents' units ⁽³⁾	53,705	5,371
Plus: value previously attributed to the agents' units		3,935
Less: value attributed to underlying warrants		(2,215)
Shares issued upon exercise of underlying warrants	5,000	750
Plus: value previously attributed to the underlying warrants		206
Shares issued to settle obligations	333,334	25,000
Shares issued under property options	<u>110,000</u>	<u>17,400</u>
Common shares at February 28, 2010	48,410,932	\$ 9,555,375
Shares issued under property options	25,000	6,750
Shares issued upon exercise of underlying warrants	48,705	7,306
Plus: value previously attributed to the underlying warrants		<u>2,009</u>
Common shares as at the date of this document	<u>48,484,637</u>	<u>\$ 9,571,440</u>

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

CONVERTIBLE INSTRUMENTS AND OTHER SECURITIES – (continued)

- (1) This also resulted in the issuance of 5,000,000 warrants and 450,000 agents' units.
(2) This also resulted in the issuance of 9,000,000 warrants and 1,031,500 compensation warrants.
(3) This also resulted in the issuance of 53,705 underlying warrants

In addition to the shares noted above the Company has issued units, warrants, employee and consultant stock options, and made commitments to issue shares under certain options on mineral resource properties. The following represents the number of common shares that have been reserved to satisfy the potential future exercise and issuance of these securities:

	<u>Number Of Common Shares</u>
Warrants exercisable at \$0.95 per share until Apr. 30, 2010	466,666
Warrants exercisable at \$0.95 per share until Apr. 30, 2010	477,540
Property option payment due no later than Sept. 17, 2010	20,000
Property option payment due no later than Nov. 23, 2010	90,000
Warrants exercisable at \$0.15 per share until April 9, 2011	4,548,705
Agents' units exercisable at \$0.10 per share until April 9, 2011	396,295
Underlying warrants exercisable at \$0.15 per share until April 9, 2011 ⁽¹⁾	396,295
Warrants exercisable at \$0.40 per share until June 18, 2011	9,000,000
Compensation warrants exercisable at \$0.20 per share until June 18, 2011	1,350,000
Property option payment due no later than Sept. 17, 2011	20,000
Property option payment due no later than Nov. 23, 2011	90,000
Stock options exercisable at \$0.47 until Mar. 27, 2012 ⁽²⁾	1,100,000
Stock options exercisable at \$0.70 until July 6, 2012	100,000
Property option payment due no later than Nov. 23, 2012	90,000
Property option payment due no later than Nov. 23, 2013	90,000
Stock options exercisable at \$0.15 until June 17, 2014 ⁽²⁾	1,400,000
Stock options exercisable at \$0.20 until Sept. 16, 2014	50,000
Stock options exercisable at \$0.20 until Oct. 14, 2014 ⁽²⁾	<u>250,000</u>
Total common shares reserved as at February 28, 2010	19,935,501
Stock options granted subsequent to February 28, 2010	200,000
Warrants issued subsequent to February 28, 2010	1,250,000
Common shares reserved for future property option payments	75,000
Previously reserved shares issued subsequent to February 28, 2010	<u>(48,705)</u>
Total common shares reserved as at the date of this document	<u>21,411,796</u>
Common shares issued as at February 28, 2010	48,410,932
Common shares reserved as at February 28, 2010	<u>19,935,501</u>
Fully diluted number of common shares as at February 28, 2010	68,346,433
Common shares issued subsequent to February 28, 2010	73,705
Common shares reserved subsequent to February 28, 2010	1,525,000
Previously reserved shares issued subsequent to February 28, 2010	<u>(48,705)</u>
Fully diluted number of common shares as at the date of this document	<u>69,896,433</u>

(1) These underlying warrants will only be issued in the event that the agent's units are exercised.

(2) Each of these options is held by a Director or Officer of the Company.

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis
For the Period Ended February 28, 2010
(Prepared as at April 27, 2010)

CONVERTIBLE INSTRUMENTS AND OTHER SECURITIES – (continued)

The following provides additional information relative to the stock options and share purchase warrants:

<u>Description</u>	<u>Common Shares Under Option</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Expiry Date</u>
Outstanding August 31, 2009	2,600,000	\$0.31	June 11, 2013
Issued during period	<u>300,000</u>	\$0.20	Oct. 13, 2014
Outstanding February 28, 2010	2,900,000	\$0.30	July 31, 2013
Issued after the end of the period	<u>200,000</u>	\$0.28	Mar. 9, 2015
Outstanding as at the date of this document	<u>3,100,000</u> ⁽¹⁾	\$0.29	Sept. 7, 2013

⁽¹⁾ Each of these options has vested and is currently available to be exercised at the holders' discretion.

<u>Description</u>	<u>Number of Warrants</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Expiry Date</u>
Outstanding August 31, 2009	3,670,706	\$1.36	Feb. 17, 2010
Issued during period	<u>15,403,705</u>	\$0.30	May 26, 2011
Exercised during the period	<u>(505,000)</u>	\$0.15	April 9, 2011
Expired during the period	<u>(2,726,500)</u>	\$1.50	January 23, 2010
Outstanding February 28, 2010	15,842,911	\$0.34	May 4, 2011
Issued after the end of the period	<u>1,250,000</u>	\$1.50	March 26, 2012
Outstanding as at the date of this document	<u>17,092,911</u>	\$0.43	June 21, 2011

CHANGES IN ACCOUNTING POLICY

The accounting policies followed by the Company are established in accordance with Canadian GAAP and once policies are established they will not, as a matter of policy, be revised unless Canadian GAAP changes.

Future accounting pronouncements:

The Company will adopt new accounting policies, or alter existing policies, in accordance with pronounced changes in Canadian GAAP. The following represent the pronounced changes that will affect future periods.

International financial reporting standards (IFRS):

The Canadian Institute of Chartered Accountants' Accounting Standards Board has announced that Canadian publicly accountable enterprises will adopt IFRS as issued by the International Accounting Standards Board effective for fiscal years beginning on or after January 1, 2011. While early adoption is permitted the Company has opted not to utilize this option and therefore will commence with the fiscal quarter ended November 30, 2011 with comparative figures. The Corporation is in the process of developing a plan for the implementation of IFRS, and it is expected that this plan will take into consideration, amongst other things:

- Identification of differences in Canadian GAAP and IFRS accounting policies and choices and their impacts on the Corporation's financial statements.
- Selection of the Corporation's continuing IFRS policies.
- Changes in note disclosures.
- Information technology and data system requirements.
- Disclosure controls and procedures, including investor relations and external communications plans related to the IFRS conversion.
- Identification of impacts of IFRS conversion on Internal Controls over Financial Reporting.
- Financial reporting expertise requirements, including training of personnel.
- Impacts on other business activities that may be influenced by GAAP measures, such as debt covenants.

It is not practically possible at this time to quantify the impact of these differences. The Corporation expects to make changes to processes and systems in time to enable the Corporation to record transactions under IFRS for the fiscal year ending August 31, 2011 and ensure that they may be presented for comparative purposes in all fiscal 2012 financial reporting.

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

FINANCIAL AND OTHER INSTRUMENTS

The Company has determined the most appropriate classification for its financial instruments such that each financial asset is classified as either held for trading or loans and receivables while each financial liability is classified as either held for trading or other financial instruments. The classifications have remained unchanged since initial recognition.

Fair values:

The carrying amount of cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities each approximate their fair values due to the short-term maturities of these instruments. These financial instruments do not expose the Company to any interest rate risk or currency risk.

RISK FACTORS

The Company is exposed to credit risk and liquidity risk. The Company's primary risk management objective is to protect assets, earnings and cash flow and, ultimately, shareholder value. Risk management strategies, as discussed below, are designed and implemented to ensure that the Company's risks and the related exposure are consistent with its business objectives and risk tolerance. There have been no changes to the risks to which the Company is exposed or to the corresponding risk management strategies during the current period.

Credit risk:

The Company's accounts receivable include amounts that are recoverable on account of goods and services taxes. These amounts are subject to verification through audits that may be conducted by Canada Revenue Agency. The accounts receivable do not contain any past due amounts and the Company has no history of bad debts.

Liquidity risk:

The Company currently has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it to enable it to meet its obligations as they become due. Although the Company has been successful in the past in financing its activities, there can be no assurance that it will be able to do so in the future.

In addition to the financial risks noted above there are many additional risks that could affect the Company's business prospects. They include, but are not limited to, general economic risk, exploration risk, financing risk, fluctuating prices, competition in the marketplace, environmental regulations, government regulations, and title matters.

General economic risk:

Recent events have demonstrated that businesses and industries throughout the world are very tightly connected to each other. Thus, events seemingly unrelated to us, or to our industry, may adversely affect us, over time, in ways that are hard to predict or defend against. Reduction in credit, combined with reduced economic activity and the fluctuations in domestic and international currency rates, may adversely affect businesses and industries that purchase commodities, thereby affecting mineral prices in more significant and unpredictable ways than the normal risks associated with mineral prices. Also, these same economic conditions may adversely affect the businesses and industries that we engage in connection with our exploration activities. As a result, the availability of these services may be reduced, the cost of obtaining them may rise, and the terms on which they are provided may be altered. Furthermore, the adverse effects on the capital markets may generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on our business, operating results, and financial condition.

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

RISK FACTORS (Continued)

Exploration risk:

Mineral exploration and development involve a high degree of risk that even a combination of experience, knowledge and careful evaluation may not be able to overcome. The properties, in which the Company has an interest or the right to acquire an interest, are in the early exploration stage and are without either resources or reserves. The Company's exploration programs are an exploratory search for mineral deposits and development will only follow upon obtaining satisfactory results. A very low percentage of exploration projects ultimately evolve into producing mines. There is no assurance that the Company's future exploration and development activities will result in the discovery of any commercially viable mineral deposits or that the Company will possess sufficient resources to develop these deposits if they are discovered. The commercial viability of a mineral deposit depends on a number of factors which include, but are not limited to, location, size, grade, and geometry of the deposit, availability of experienced labourers, proximity to existing infrastructure, mineral prices and government regulations, including environmental restrictions. Most of these factors are beyond the control of the Company.

Financing risk:

The exploration and development of the Company's properties, and the growth of the Company, will require substantial additional financing. The Company's properties are each in an early stage of exploration and as a result are without resources or reserves and the Company has no source of operating cash flow. Failure to obtain sufficient financing could result in a delay or indefinite postponement of further exploration on any or all of the Company's properties, the loss of a property interest, or the Company's ability to continue as a going concern. Although the Company has been successful in the past in financing its activities through the sale of equity securities, it has no assurance that additional funding will be available to it when needed or that the terms of such financing will be favourable. The Company will require new capital to continue to operate its business and to continue exploration on its various properties, and there is no assurance that capital will be available when needed, if at all.

Fluctuating prices:

The price of gold and other metals fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, global and regional consumption patterns, the world supply of and demand for mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The effect of these factors cannot be accurately predicted. Future price declines could impact on the viability of the Company's exploration projects.

Competition in the marketplace:

The mining industry is intensely competitive in all phases of exploration, development and production and the Company competes with many entities possessing greater financial and technical resources. Competition in the mining industry is primarily for mineral rich properties that can be developed and produced economically; the technical expertise to find, develop, and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Many competitors not only explore for and mine base metals, but conduct refining and marketing operations on a global basis. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. There is no assurance that even if commercial quantities of minerals are discovered, a ready market will exist for their sale. Factors beyond the control of the Company may affect the marketability of any minerals discovered. These factors include market fluctuations, the proximity and capacity of commercial markets and processing equipment, 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 or issuing its investment capital. Existing or future competition in the mining industry could materially adversely affect the Company's prospects for mineral exploration and success in the future.

ROCKCLIFF RESOURCES INC.

Management's Discussion and Analysis

For the Period Ended February 28, 2010

(Prepared as at April 27, 2010)

RISK FACTORS (Continued)

Environmental regulations:

All phases of the Company's operations are subject to environmental regulations in the various jurisdictions in which it operates. Globally, environmental legislation is evolving in a manner that 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 existing or future environmental regulation will not materially adversely affect the Company's business, financial condition and results of operations.

Government regulations:

The current and future operations of the Company, from exploration through development activities and commercial production, if any, are and will be governed by laws and regulations governing mineral concession acquisition, prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in exploration activities and in the development and operation of mines and related facilities may experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. Permits are subject to the discretion of government authorities and there can be no assurance that the Company will be successful in obtaining all required permits. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a material adverse effect on the Company's business, financial condition and results of operations. Further, there can be no assurance that all permits which the Company may require for future exploration, construction of mining facilities and conduct of mining operations, if any, will be obtainable on reasonable terms or on a timely basis, or that such laws and regulations would not have an adverse effect on any project which the Company may undertake.

Title matters:

The mining claims in which the Company has an interest have not been surveyed and, accordingly, the precise location of the boundaries of the claims and ownership of mineral rights on specific tracts of land comprising the claims may be in doubt. Such claims have not been converted to lease and tenure, and as a result, are subject to annual compliance with assessment work requirements. Other parties may dispute the Company's title to its mining properties. While the Company has diligently investigated title to all mineral claims and, to the best of its knowledge, title to all properties is in good standing this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers or land claims and title may be affected by undetected defects.

ADDITIONAL INFORMATION

Additional information about the Company can be found at www.sedar.com. Additional information is also provided in the Company's financial statements and Annual Information Form for the most recently completed financial years.

Further additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the Company's information circular for the Company's most recent annual meeting of security holders that involved the election of directors.