



Northcliff Resources Ltd.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED OCTOBER 31, 2023

NORTHCLIFF RESOURCES LTD.
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1.1 Date

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited financial statements (the "Financial Statements") of Northcliff Resources Ltd. ("Northcliff" or the "Company") for the year ended October 31, 2023 as publicly filed on SEDAR+ at www.sedarplus.ca.

The Company reports in accordance with International Financial Reporting Standards ("IFRS"). The following disclosure and associated financial statements are presented in accordance with IFRS. All monetary amounts herein are expressed in Canadian Dollars ("CAD") unless stated otherwise.

This MD&A is prepared as of January 25, 2024.

Cautionary Note Regarding Forward Looking Statements

This discussion includes certain statements that may be deemed "forward-looking statements" or "forward-looking information" within the meaning of Canadian and United States securities law.

All statements, other than statements of historical facts, that address the in-progress financing, permitting, exploration drilling, technical work programs, exploitation activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. The assumptions used by Northcliff to develop forward-looking statements include the following: the Sisson Project will obtain all interim and construction financing required to advance to construction, build and operate the mine, the Sisson Project will receive all required environmental and other permits for construction of the mine, the Sisson Project will achieve targeted production levels; study and development of the Sisson Project will continue to be positive; contracted parties will provide goods and/or services on the agreed timeframes; equipment necessary for construction and development is available and does not incur unforeseen breakdowns; no material labour slowdowns or strikes are incurred; plant and equipment functions as specified; geological or financial parameters do not necessitate future mine plan changes; our expectations of continued availability of capital and debt financing, and no geological or technical problems will occur. The factors include but are not limited to uncertainties and costs related to the Company's exploration and development activities, such as those associated with determining whether mineral resources or reserves exist on a property; uncertainties related to feasibility studies that provide estimates of expected or anticipated costs, expenditures and economic returns from a mining project; uncertainties related to expected production rates, timing of production and the cash and total costs of production and milling; uncertainties related to the ability to obtain necessary licenses, permits, electricity, surface rights and title for development projects; operating and technical difficulties in connection with mining development activities; uncertainties related to the accuracy of our mineral reserve and mineral resource estimates and our estimates of future production and future cash and total costs of production, and the geotechnical or hydrogeological nature of ore deposits, and diminishing quantities or grades of mineral reserves; uncertainties related to unexpected judicial or regulatory proceedings; changes in, and the effects of, the laws, regulations and government policies affecting our mining operations, particularly laws, regulations and policies relating to mine expansions, environmental protection and associated compliance costs arising from exploration, mine development, mine operations and mine closures; expected effective future tax rates in jurisdictions in which our operations are located; the protection of the health and safety of mine workers; mineral rights ownership in countries where our mineral deposits are located; changes in general economic conditions, the financial markets and in the demand and market price for tungsten, molybdenum and other minerals and commodities, such as diesel fuel, coal, petroleum coke, steel, concrete, electricity and other forms of energy, mining equipment, and fluctuations in exchange rates, particularly with respect to the value of the U.S. Dollar and

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Canadian Dollar; unusual or unexpected formation, cave-ins, flooding, pressures, and precious metals losses, or other similar events (and the risk of inadequate insurance or inability to obtain insurance to cover these risks); changes in accounting policies and methods we use to report our financial condition, including uncertainties associated with critical accounting assumptions and estimates; the exploration and development of properties located within First Nations treaty and Aboriginal groups asserted territories may affect or be perceived to affect treaty and asserted aboriginal rights and title, which may cause permitting delays or opposition by Aboriginal groups or communities, environmental issues and liabilities associated with mining including processing and stock piling ore; geopolitical uncertainty and political and economic instability in countries which we operate; and labour strikes, work stoppages, or other interruptions to, or difficulties in, the employment of labour in markets in which we operate mineral projects or mines, or environmental hazards, industrial accidents or other events or occurrences, including third party interference that interrupt the production of minerals in our mines, changes in government policies regarding mining and natural resource exploration and exploitation, continued availability of capital and financing, and general economic, market or business conditions, as well as risks relating to the uncertainties with respect to conflicts in Ukraine and the Middle East. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Mineral reserves have been established at the Sisson Project based on the positive results of the Feasibility Study, effective date January 2013. The mine development plan in the feasibility study was used for the EIA process and other key permits acquired since completion of the study. In 2022, the Company initiated a program of progressive environmental studies, engineering and design, and engagement activities to be completed over the next two to three years to prepare the Project for the construction stage. As such, the design criteria may change and require an update to the feasibility study. The Company reviews its forward-looking statements on an ongoing basis and updates this information when circumstances require it. For more information on the Company, investors should review the Company's annual information form that is available on SEDAR+ at www.sedarplus.ca.

Cautionary Note to U.S. Investors Concerning Resource and Reserve Estimates

The mineral resource and reserves and other technical terms used in this management discussion and analysis are defined under the CIM Definition Standards on mineral resources and reserves (the "CIM Definition Standards") adopted by the Canadian Institute of Mining, Metallurgy and Petroleum in 2014, in accordance with Canadian National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"), as required by Canadian securities regulatory authorities. Although the Company is not subject to the reporting requirements of section 13(a) of section 15(d) of the United States Securities Exchange Act of 1934, as amended, the Company's U.S. investors should be aware that the SEC has adopted amendments to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC (the "SEC Modernization Rules") with definitions which are "substantially similar" to the corresponding terms under the CIM Definition Standards under NI 43-101. The SEC now recognizes estimates of "measured mineral resources", "indicated mineral resources" and "inferred mineral resources" and has amended its definitions of "proven mineral reserves" and "probable mineral reserves" to be "substantially similar" to the corresponding CIM Definitions. Accordingly, there is no assurance any mineral reserves or mineral resources that we may report under 43-101 would be the same had we prepared the resource estimates under the standards adopted under the SEC Modernization Rules.

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1.2 Overview

For the purposes of the discussion below, references to the quarters are in relation to the Company's fiscal reporting period, unless otherwise indicated.

Northcliff is a mineral exploration and development company focused on the Sisson Tungsten-Molybdenum Project (the "Sisson Project" or the "Project"), located in New Brunswick, Canada. Northcliff holds an 88.5% interest in the Sisson Limited Partnership (the "Sisson Partnership"), which owns the Sisson Project.

Northcliff acquired the Sisson Project in 2010 and advanced resource, engineering, environmental and economic studies that culminated in a feasibility study. Announced in 2013, the study proposed development of the Project as a 30,000 tonne per day ("tpd") open pit mine and processing facility.

The proposed Sisson Tungsten-Molybdenum Mine would be a significant asset as a source of tungsten and molybdenum - two minerals identified as critical¹ by the government of Canada and other countries. Tungsten is an essential ingredient in modern and emerging technologies, has few substitutes and could face high supply risks in Western economies. Molybdenum is a key alloying metal. Additionally, both tungsten and molybdenum are used in green transition technologies. Project work over the past several years has largely been focused on activities related to permitting, with the following milestones:

- Environmental Impact Assessment ("EIA") approval from the province of New Brunswick in 2015 and from the government of Canada in 2017;
- Metal and Diamond Mining Effluent Regulation Schedule 2 amendment ("MDMER") authorization process was completed in July 2019;
- Sisson Fisheries Act Authorization application and Off-setting/Fish Habitat Compensation Plan process was completed, and a HADD Authorization under the Fisheries Act issued by the government of Canada in October 2020; and
- In November 2022, the government of New Brunswick approved a three-year extension to the construction commencement timeline for the Sisson Project to December 3, 2025.

In 2022, the Company initiated planning for a program designed to progress with addressing EIA conditions, environmental studies, engineering and design, and engagement activities to prepare the Project for the construction stage prior to December 2025. In 2023, Phase 1 geotechnical drilling and well pumping tests were completed, and Phase 1 archeological work planning is underway.

Plans for 2024

The Company continues to advance the Sisson Project, the results from the 2023 geotechnical drilling program will be compiled and utilized to progress engineering studies, archeological work, activities to address other EIA conditions will be pursued subject to the availability of funding.

Ongoing corporate activities include the pursuit of interim and project financing, including various critical minerals funding programs by the Canadian and the United States governments, required to complete all work programs up to start of construction and funding of mine development.

¹ Source: [Critical minerals: an opportunity for Canada - Canada.ca](https://www.canada.ca/en/canadian-heritage/2021/06/critical-minerals-an-opportunity-for-canada.html)

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1.2.1 Sisson Tungsten-Molybdenum Project

The 14,140-hectare Sisson property is located approximately 100 kilometres by road northwest of Fredericton, New Brunswick. The property is comprised of three mineral leases, renewed annually as they come due.

Fredericton is the capital of the Province of New Brunswick and a centre for business, education and government services. New Brunswick is a progressive mining jurisdiction, with a skilled workforce and well-developed infrastructure.

Situated in an area of rolling topography, the Sisson Project area is readily accessible by highway from Fredericton and parts of the site are accessible by numerous secondary and forestry roads. High-tension power lines that are part of the provincial electrical grid cross the property. A rail line and siding are located 15 kilometres east of the Sisson deposit. The rail line and roads connect the Project to deep seaports at Saint John to the south and Belledune to the north.

Northcliff acquired a controlling interest in the Sisson Project in October 2010 and initiated studies to support completion of a feasibility study. The Company acquired the remaining minority interest in June 2012 and became 100% owner of the Project. In October 2013, Northcliff transferred its mineral property interest in the Sisson Project into the Sisson Partnership and its economic interest in the Sisson Project became 88.5% pursuant to the Sisson Partnership.

Community and Engagement

Northcliff has conducted an extensive and ongoing engagement program with representatives of government agencies, local communities, First Nations and other project stakeholders in New Brunswick since early in its involvement with the Project. The Company facilitates public, stakeholder and First Nations engagement through its project team in New Brunswick. Consistent with its commitment to responsible mineral development, the Sisson Partnership intends to continue outreach through all stages of development, operation and closure of a mine at Sisson.

Agreements related to the Sisson Project

Northcliff, the Sisson Partnership and Woodstock First Nation ("WFN") signed a Cooperation Agreement (the "Agreement"), also known as an Impact Benefits Agreement in March 2017. The Agreement addresses various matters, including:

- Cooperative engagement with government on regulatory matters;
- Environmental protection provisions;
- Scholarships and capacity building opportunities for WFN members;
- Employment, training and contracting opportunities for WFN members during the construction and operation phases of the Sisson Project; and
- Financial benefits.

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In January 2017, the provincial government and New Brunswick's six Maliseet First Nations concluded the Sisson Mine Accommodation Agreement, an agreement concerning the development of the Sisson Mine Project.

Geology

The Sisson Project hosts a structurally-controlled deposit that obliquely spans a north-trending, nearly vertical contact between two phases of the Howard Peak Granodiorite to the west and metavolcanic and metasedimentary rocks to the east. Tungsten and molybdenum mineralization occurs mainly as scheelite² and molybdenite, respectively, within narrow, sheeted, northwest-trending quartz-sulphide veins, which surround larger, north-trending shear veins.

Feasibility and Basic Engineering Studies

Samuel Engineering, Inc. and other specialist engineering firms completed a Feasibility Study (the "Study") for the Sisson Project in early 2013. In the Study, the Sisson Project is defined as a 30,000 tpd open pit mine with conventional ore processing facilities, supplemented by value-added on-site processing of tungsten concentrates in an ammonium paratungstate ("APT") plant. The proposed mine would produce an average of 557,000 metric tonne units ("mtu³") WO₃ in APT and 4.1 million pounds of Mo in concentrate, annually, over a 27-year mine life⁴.

Following completion of the Feasibility Study, Northcliff and its consultants initiated additional engineering studies. Geochemical analyses relating for the waste disposal and water treatment facilities were completed in 2016. A metallurgical optimization program, planned and supervised by Bomenco Minerals Engineering & Consulting Inc., was undertaken at the Lakefield, Ontario facility of SGS Mineral Services Canada. A program designed to produce a market grade of tungsten concentrate while maintaining optimal tungsten recoveries from the proposed concentrator for the Sisson Project was advanced in 2017 and 2018.

² Scheelite (CaWO₄) is an ore mineral of tungsten; molybdenite (MoS₂) is an ore mineral of molybdenum.

³ One mtu represents 10 kilograms of WO₃.

⁴ The 2013 Feasibility Study and *Canadian National Instrument 43-101 Technical Report on the Sisson Project, New Brunswick, Canada, Effective Date January 22, 2013* (the "Technical Report"), filed at www.sedarplus.com:

- Assumptions used include average long-term metal prices of US\$350/mtu for APT and US\$15/lb for Mo and US\$:C\$ exchange rates of 1:1 for capital cost estimates, and 0.98-0.92:1 (years 1-4) and 0.90:1 (year 5+) for the financial analysis. The Study anticipates an initial capital expenditure (including 15% contingency) of \$579 million and average cash costs of APT production of \$8.18/t milled or \$153/mtu (net of Mo credits). Results presented are based on a 100% interest.
- At an US\$8.83/t NSR cut-off, Proven and Probable Mineral Reserves are 334,363,000 tonnes grading 0.066% WO₃ and 0.021% Mo.
- Independent Qualified Persons for the Technical Report are David W. Rennie, PEng, Roscoe Postle Associates, Inc., Jim Gray, PEng, Moose Mountain Technical Services, Daniel Freidman, PEng, Knight Piesold Consulting, Matt Bolu, PEng, Bolu Consulting Engineering, Inc., Gene Greskovich, PE, and Steven Pozder, PE, Samuel Engineering, Inc.

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Environmental Studies and Permitting

Studies of air quality, acoustics, surface and groundwater resources, environmental geochemistry, terrestrial and aquatic habitats, fish and wildlife, wetlands, land and resource uses, heritage resources, socioeconomics, and traditional Aboriginal land uses were undertaken, beginning in 2011. Between mid 2013 and 2017, the Sisson Project progressed through the Federal and Provincial Environmental Assessment processes; Provincial and Federal approvals were received in December 2015 and June 2017, respectively. An Amendment to the MDMER to list the water bodies impacted as a result of the construction and operation of the Sisson Project Tailings Storage Facility ("TSF") in Schedule 2 was granted by the Government of Canada in July 2019. During the amendment review process, alternative locations regarding the placement of the tailings facility, the tailings technology to be used and the fish habitat compensation plan for the Sisson Project were thoroughly vetted. In the fall of 2020, a review of Sisson's Fisheries Act Authorization application and Off-setting/Fish Habitat Compensation Plan was completed and approved, and an authorization issued.

Northcliff engaged with the New Brunswick Minister of the Department of the Environment and Climate Change ("DECC"), and in November 2022 announced it had received from the DECC an extension to the deadline for the commencement of construction of the Sisson Mine Project to December 3, 2025.

Recent Work

Northcliff's objective is to progress with addressing EIA conditions, environmental studies, engineering and design, and engagement activities to prepare the Project for the construction stage prior to December 2025. The Sisson Project Work Plan includes:

- Geotechnical drilling and testing field program ("Phase 1 Drilling Program"):
 - The Phase 1 Drilling program is designed to provide information on the site characterization and support additional design detail of the Tailings Storage Facility.
 - The Phase 1 Drilling Program will also support other ongoing engineering related activities and respond to certain provincial EIA conditions prior to the start of construction.
- Archeological work program ("Phase 1 Field Program"):
 - The Phase 1 Field program involves mitigation activities in compliance of EIA conditions, and the development of a Heritage Resource Protocol and related activities.
- Discussions regarding an engagement plan to address EIA conditions of significance to First Nations.
- Address other conditions associated with the three-year extension to the construction commencement timeline for the Sisson Project.

Progress in 2023

In 2023, the Company finalized plans for geotechnical drilling and archeological programs and also focused on advancing a community and First Nations engagement plan, as well as other work to fulfill

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EIA conditions. Initiated late in the third quarter, Phase 1 geotechnical drilling and a follow up test pumping program within the area of the proposed Tailings Storage Facility was completed during fourth quarter and planning for Phase 1 archeological work is underway.

Plans for 2024

In 2024, results from the geotechnical drilling program will be compiled and utilized to progress engineering studies. The Company plans to advance archeological work as well as activities toward an engagement plan and addressing other EIA conditions.

1.2.2 Financing

January 2024 Private Placement Financing

On January 23, 2024, the Company announced it has arranged a non-brokered private placement (the "Private Placement") of 37,333,333 common shares of the Company ("Common Shares") at a price of \$0.01875 per Common Share with the Todd Sisson (NZ) Limited ("Todd"), a subsidiary of the Todd Corporation - the Company's largest shareholder, for gross proceeds to the Company of \$700,000. Todd currently owns a total of 439,058,144 Common Shares in the capital of Northcliff, and after its participation in the Private Placement will hold 476,391,477 Common Shares or an 80.86% interest in the Company. The Common Shares issued are subject to applicable resale restrictions, including a hold period of four months and one day from the closing of the Private Placement under Canadian securities rules. The Private Placement is subject to customary closing conditions including final Toronto Stock Exchange approval. Proceeds of the Private Placement will be used to fund the Company's share of expenditures related to the Sisson Project and for working capital and general corporate purposes.

June 2022 Loan Funding

On June 23, 2022, the Company announced it had entered into two secured loan agreements ("June-2022 Loan 1" and "June-2022 Loan 2" or the "June-2022 Loan Funding") for an aggregate amount of up to \$5.95 million with Todd. Each of Loan 1 and Loan 2 is a "related party transaction" as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Loan 1, which was advanced in full to the Company on July 19, 2022, is a secured loan facility in the amount of \$750,000, bears interest at a rate of 10% per annum and is repayable on the earlier of its stated maturity or on the initial advance under Loan 2. Loan 2 is a secured loan facility in the amount of \$5.2 million, will bear interest at a rate of 10% per annum and can be drawn down in 4 tranches. As of the date of hereof, the full June-2022 Loan 2 has been drawn and Loan 1 has been repaid. Each of the Tranche drawdowns is subject to the satisfaction of certain condition precedents and has a term of 12 months with the interest payable at maturity.

The loan and accrued interest are repayable at any time by the Company without penalty, or can be settled at any time prior to maturity, either through issuances of shares in the Company ("Share Settlement") or transfer of part of the Company's interest in the Sisson Partnership and its general partner, Sisson Mines Ltd. ("Partnership Settlement"), at the election of Todd.

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The conversion price used for the Share Settlement or Partnership Settlement of Loan 2 will be the 30-day volume weighted average share price of the Company on the Toronto Stock Exchange, ending on and including the date of the conversion notice with a 35% discount applied, in the case of a Share Settlement. Alternatively, the general and limited partnership interest to be transferred under the Partnership Settlement will be determined as the percentage that the Loan plus accrued interest represents of the implied value of the Sisson Partnership based on the Conversion Price.

The Company has also amended the terms of the outstanding \$1,000,000 loan facility with Todd that was previously announced on August 30, 2021 (the "August-2021 Loan", see **August 2021 Private Placement of Convertible Loan** below), such that Todd has the right to convert the August-2021 Loan concurrently with any conversion under Loan 2, rather than only on maturity of the advances made under the August-2021 Loan (the "Amendment").

Disinterested shareholders of Northcliff approved the June-2022 Loan Funding at the Company's extraordinary general meeting held on August 25, 2022.

In October 2023, the Company settled the first three tranches of the \$5,200,000 June-2022 Loan 2 in the amount of \$4,000,000 plus accrued interest, by issuing 225,789,474 shares to Todd.

In December 2023, the Company settled the fourth (and final) tranche of the \$5,200,000 Loan 2 in the amount of \$1,200,000 plus accrued interest, by issuing 69,473,684 shares to Todd.

August 2021 Private Placement of Convertible Loan

In August 2021, the Company entered into August-2021 Loan with Todd, an insider of the Company to borrow \$1,000,000, pursuant to which the Company received two cash advances of \$500,000 each on September 1, 2021, and January 10, 2022.

Each cash advance under August-2021 Loan is secured, will bear interest at a rate of 10% per annum and has a term of 12 months with the interest payable at maturity. August-2021 Loan and accrued interest is repayable at any time by the Company without penalty, or can be settled at maturity, either through issuances of shares in the Company ("Share Settlement") or transfer of part of the Company's interest in the Sisson Partnership and its general partner, Sisson Mines Ltd. ("Partnership Settlement"), at the election of Todd. The conversion price ("Conversion Price") used for the Share Settlement or Partnership Settlement will be the higher of the 5-day or 30-day volume weighted average share price ("VWAP") of the Company on the TSX at the maturity date.

For the Share Settlement, the maximum discount (currently 25%) allowed under the TSX rules will be applied to the Conversion Price. Disinterested shareholder approval to issue any shares in excess of 10% of currently issued and outstanding common shares was obtained with respect to August-2021 Loan at the annual general meeting held on May 6, 2022. Alternatively, the general and limited partnership interest to be transferred under the Partnership Settlement will be determined as the percentage that August-2021 Loan plus accrued interest represents of the implied value of the Sisson Partnership based on the Conversion Price.

In September 2022, the Company settled the first tranche of August-2021 Loan for an aggregate principal sum of \$500,000, plus accrued interest, by issuing 17,512,503 of its common shares to Todd.

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In January 2023, the Company settled the second tranche of the August-2021 Loan for an aggregate principal sum of \$500,000, plus accrued interest, by issuing 23,655,914 of its common shares to Todd.

1.2.3 Market Trends

The information in the Market Trends section is based on calendar years. The Sisson Feasibility Study included production of tungsten and molybdenite concentrates, with the tungsten concentrate further processed on site to APT. Tungsten concentrate can also be directly sold to offtakers for further processing. As such, the market trends below for tungsten is quoted as the intermediary product called APT and priced in US\$ per mtu.

China provides a significant portion of global tungsten supply as well as holding the world's largest tungsten reserves. China is also the world's largest single consumer of tungsten and, as such, has an important influence on tungsten markets.

APT is largely traded based on undisclosed long-term contracts and the published price is generally based on relatively few reported transactions. The APT price trended upward to mid-August 2018, then decreased through February 2019. APT prices were variable in 2019 and through 2020 until September, then stabilized but averaged lower over in both 2019 and 2020. Prices increased in 2021 and in 2022 to July. Although prices decreased slightly in the latter part of the year, the average annual price for the year increased compared to 2021. Prices stabilized in late 2022 and this trend generally continued in 2023 until March when prices decreased, stabilized and then decreased from August to October. Prices have stabilized since that time.

Molybdenum prices increased through most of 2018. Prices varied only slightly in 2019, before dropping from October through to mid-January 2020 when they rebounded somewhat. In 2020, molybdenum prices were variable, and averaged lower. Prices increased in 2021 to July 2022, then dropped slightly. The average price in 2022 increased over 2021. Prices began to increase in late 2022 and continued to do so in 2023 to mid-March, then were variable through for several months stabilized in November and December and have increased since that time.

Average annual tungsten and molybdenum prices over the past five years and so far in 2023 are tabulated below.

Year	Average APT Price (US\$/mtu)⁽¹⁾	Average Mo Price (US\$/lb)⁽²⁾
2019	242	11.00
2020	218	8.68
2021	288	15.94
2022	342	18.73
2023	323	24.19
2024 (to the date of this MDA)	305	19.93

Sources:

1. APT prices 2019-2024 - www.metals.argusmedia.com
2. Mo prices 2019-2024 - Platts Metals

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1.3 Selected Annual Information

The following information is derived from the Company's annual financial statements which have been prepared in accordance with IFRS effective for the respective reporting years of the Company and are expressed in thousands of Canadian Dollars, except per share amounts. The Company's audited financial statements are publicly available on SEDAR+ at www.sedarplus.ca.

(\$ 000's, except loss per share)	2023		2022		2021
Total assets	\$	31,030	\$	32,434	\$ 28,343
Total liabilities (all current)	\$	2,398	\$	6,570	\$ 2,545
Net loss attributable to shareholders of the Company	\$	2,646	\$	1,882	\$ 1,267
Basic and diluted loss per common share	\$	0.01	\$	0.01	\$ 0.01

The Company's total assets typically fluctuate due to the net effect of cash raised from financing activities and cash used in operating activities. The total liabilities generally fluctuate with levels of activities relating to the Sisson Project and with debt financing. The decrease in total liabilities in 2023 was mainly due to the settlements of the secured loans with Todd Sisson. As of October 31, 2023, the Company had settled an aggregate amount of \$4.0M of the \$5.2M loan.

The changes in net loss and loss per share (basic and diluted) followed the trend in the Company's mineral development activities and advancement of the Sisson Project as described further in the following sections of the MD&A.

1.4 Summary of Quarterly Results

Amounts are expressed in thousands of Canadian Dollars, except per share amounts. Minor differences are due to rounding.

(\$ 000's)	Fiscal quarter ended							
	Oct 31, 2023	Jul 31, 2023	Apr 30, 2023	Jan 31, 2023	Oct 31, 2022	Jul 31, 2022	Apr 30, 2022	Jan 31, 2022
Net loss attributable to shareholders of the Company:								
Total loss	\$ 496	\$ 689	\$ 687	\$ 775	\$ 578	\$ 408	\$ 458	\$ 439
Loss per share ⁽ⁱ⁾	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Weighted average number of common shares:								
('000')	273,695	256,188	255,722	237,466	223,691	214,554	200,869	191,132

(i) Loss per share represents basic as well as diluted and is rounded to the nearest cent.

Net loss generally follows the trend and activities for mineral development and project advancement of the Sisson Project as well as the Company's financing activities and outreach.

1.5 Results of Operations

The following financial data is expressed in the nearest thousand Canadian Dollars unless otherwise stated.

The Company's operations and business are not driven by seasonal trends, but rather the achievement of project milestones such as the achievement of various technical, environmental,

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socio-economic and legal objectives, including obtaining the necessary permits and regulatory approvals, completion of feasibility and engineering studies, preparation of engineering designs, commencement of mine construction and production and receipt of financing to fund these objectives.

The analysis herein is based on total expenditures, including amounts attributable to non-controlling interests.

Results of Operations

During the year ended October 31, 2023, the Company recorded net loss of \$2,276,000 compared to net loss of \$1,944,000 during the year ended October 31, 2022. Of the current year's net loss, \$2,646,000 was attributable to shareholders of the Company, compared to \$1,882,000 for the prior year.

The increase in net loss during the year ended October 31, 2023, compared to the prior year, was due to increase in the following expenses:

- project management, financing, general and administration expenses, due to the Company's initiatives to advance the project and outreach for potential financing and offtake opportunities; and
- finance expenses representing accrued interest and amortization of financing costs relating to the convertible loans described herein (see [1.2.2 Financing](#)).

Financial position

The Company's total assets as of October 31, 2023 decreased to \$31,030,000, compared to \$32,433,723 as at October 31, 2022, mainly due to cash used in the Company operating activities during the year ended October 31, 2023.

Deferred development costs incurred during the period were as follows (see **1.2 – Overview** for details of each mineral development activity):

	Year ended October 31,	
	2023	2022
Engineering and design	\$ 272,465	\$ 70,760
Environmental and permitting	771,120	289,733
Community and sustainability	236,371	192,809
Total	\$ 1,279,956	\$ 553,302

1.6 Liquidity

At October 31, 2023, the Company had a cash balance of \$2,131,000 (October 31, 2022 – \$4,931,000), of which \$874,000 (October 31, 2022 – \$874,000) was held as cash collateral against a standby letter of credit issued in relation to the permitting process of the Sisson Project. At October 31, 2023, the

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Company had a working capital deficit of \$967,000 (October 31, 2022 – \$2,410,000), which amount was determined after deducting the amount of cash collateral of \$874,000 (October 31, 2022 – \$874,000) from the Company's cash balance.

As described herein (see [1.2.2 Financing](#)), the convertible loans payable and any interest accrued thereon can be settled at maturity, either through a Share Settlement or a Partnership Settlement.

Further advancement and development of the Sisson Project will require additional funding from a combination of the Company's shareholders, the Sisson Partnership's existing or potential new partners, alternative capital providers, and debt financing. As the Sisson Project is currently in the development stage, the Sisson Partnership does not have any revenues from operations. Therefore, the Sisson Partnership relies on funding from its partners to fund expenditures, maintain liquidity and meet its obligations.

Any change in the commitment or timing of debt and equity funding from existing or new shareholders of Northcliff, alternative capital providers, or existing or new limited partners to the Sisson Partnership may require Northcliff and the Sisson Partnership to curtail planned development activities or seek alternative sources of funding. The recoverability of the carrying value of its mineral property interest is dependent on ongoing access to financing and the successful development and commercial exploitation, or alternatively, the sale of the Sisson Project or the Company's interest in the Sisson Partnership. As such, there is material uncertainty that casts significant doubt on the Company's ability to continue as a going concern. Management has concluded that presentation as a going concern is appropriate in these Financial Statements based on the Company's current financial position, and current plans for the Sisson Project for 2024.

The Company does not have any material capital lease obligations, purchase obligations or any other long-term obligations.

	Carrying Amount	Contractual Obligation	Less than 12 months	Between 1 - 3 years	Between 4 - 5 years
Amounts payable and other liabilities	\$ 503,427	\$ 503,427	\$ 503,427	\$ -	\$ -
Amounts payable to related parties	573,962	573,962	573,962	-	-
Loans payable (i)	1,320,540	1,320,540	1,320,540	-	-
Leases (ii)	-	83,465	36,431	47,034	-
	\$ 2,397,929	\$ 2,481,394	\$ 2,434,360	\$ 47,034	\$ -

(i) The Company has no obligation to repay these loans in cash.

(ii) The Company has certain leases for office and warehouse spaces that do not meet the criteria for recognition of related lease liabilities under relevant accounting standard.

1.7 Capital Resources

The Company's current capital resources consist of its cash reserves. To date, the Company's main source of funding has been through the issuance of equity securities for cash, primarily through private placements to investors and institutions, convertible loans, and through the cash contributions made to the Sisson Partnership by the Todd Group. The Company's access to interim, development and project financing is always uncertain. There can be no assurance of continued access to significant equity, debt or alternative sources of funding to finance the Company's ongoing operations.

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The Company has no lines of credit or other sources of financing which have been arranged but are as yet unused. There were no externally imposed capital requirements to which the Company is subject to and with which the Company has not complied.

1.8 Off-Balance Sheet Arrangements

None.

1.9 Transactions with Related Parties

Section 1.2.2 includes disclosures relating to various financing arrangements with a subsidiary of Todd Corporation, which is the Company's largest shareholder and an insider that holds majority voting rights in Northcliff.

Hunter Dickinson Inc. ("HDI") and its wholly-owned subsidiary, Hunter Dickinson Services Inc. ("HDSI"), are private companies established by a group of mining professionals engaged in advancing mineral properties for a number of publicly-listed exploration companies, one of which is the Company.

The following directors or officers of the Company also have a role within HDSI:

Individual	Role within the Company	Role within HDSI
Marchand Snyman	Director, Chairman	Director
Andrew Ing	Chief Executive Officer, Director	Employee
Luqman Khan	Chief Financial Officer	Employee
Trevor Thomas	Corporate Secretary	General Counsel

Pursuant to a services agreement dated July 2, 2010 which was reviewed and approved by the Company's independent directors, HDSI provides technical, geological, corporate communications, regulatory compliance, and administrative and management services to the Company, on a non-exclusive basis as required and as requested by the Company. As a result of this relationship, the Company benefits from access to a range of diverse and specialized expertise on a regular basis, without having to engage or hire full-time employees or experts, and from the economies of scale created by HDSI which itself serves several clients.

The Company is not obligated to acquire any services from HDSI. The monetary amount of the services received from HDSI in a given period of time is a function of annually set and agreed charge-out rates for and the time spent by the HDSI employees engaged by the Company.

HDSI also incurs third-party costs on behalf of the Company. Such third-party costs include, for example, directors and officers insurance, travel, conferences, technology and communication services. Third-party costs are billed at cost, without markup.

There are no ongoing contractual or other commitments resulting from the Company's transactions with HDSI, other than the payment for services already rendered and billed. The agreement may be terminated upon a 60-day notice, by either the Company or HDSI.

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The details of transactions with HDSI and the balance due to HDSI as a result of such transactions are provided in the Annual Financial Statements, along with the required disclosure of remuneration of key management personnel of the Company.

1.10 Fourth Quarter

	For the quarter ended October 31		Increase/
	2023	2022	(Decrease)
Project management and financing	\$ 116,503	\$ 122,105	\$ (5,602)
General and administration	310,977	350,621	(39,644)
Equity-settled share-based payments	–	15,891	(15,891)
	(427,480)	(488,617)	(61,137)
Interest income	39,106	14,914	(24,192)
Finance expenses	(130,885)	(127,112)	3,773
Foreign exchange loss	189	(294)	(483)
Net loss for the quarter	\$ (519,070)	\$ (601,109)	\$ (82,039)
Loss for the quarter attributable to shareholders of the Company:			
Loss in total	\$ (501,044)	\$ (578,642)	\$ (77,598)
Loss per share (basic and diluted – rounded to the nearest cent)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding	273,695,143	223,690,758	50,004,385

Net loss recorded for the fourth quarter of the prior year was higher due to an overall increase in the Company operating activities for that period.

1.11 Proposed Transactions

There are no proposed assets or business acquisitions or dispositions, other than those in the ordinary course of business.

1.12 Critical Accounting Estimates

The required disclosure is provided in the Financial Statements, which are publicly filed on SEDAR+ at www.sedarplus.ca.

1.13 Changes in Accounting Policies Including Initial Adoption

The required disclosure is provided in the Financial Statements, which are publicly filed on SEDAR+ at www.sedarplus.ca.

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1.14 Financial Instruments and Other Instruments

The required disclosure is provided in the Financial Statements, which are publicly filed on SEDAR+ at www.sedarplus.ca. The Company's liquidity position has been analyzed in section [1.6 Liquidity](#) above.

1.14.1 Disclosure of Outstanding Share Data

The following details the share capital structure as at the date of this MD&A:

	Number
Common shares	551,778,667
Share purchase options	5,266,500
Deferred Share Units	3,212,004

1.14.2 Internal Controls over Financial Reporting and Disclosure Controls

Disclosure Controls and Procedures

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported, within the appropriate time periods and is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Internal Controls over Financial Reporting Procedures

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the Chief Executive Officer and Chief Financial Officer, the Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes those policies and procedures that:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

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- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

There has been no change in the design of the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting during the period covered by this Management's Discussion and Analysis.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of October 31, 2022. In making the assessment, it used the criteria set forth in the Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on their assessment, management has concluded that, as of October 31, 2022, the Company's internal control over financial reporting was effective based on those criteria.

Limitations of Controls and Procedures

The Company's management, including its Chief Executive Officer and Chief Financial Officer, believe that any system of disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Furthermore, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

1.15 Other MD&A Requirements

1.15.1 Risk Factors

The required disclosure is provided in the "Risk Factors" section of the Company's Annual Information Form ("AIF") for the year ended October 31, 2023.

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1.15.2 Qualified Person

Tanya Yang, P.Eng., qualified person who is not independent of Northcliff, has reviewed and approved the scientific and technical information in this MD&A.