



**CORNISH METALS INC.
(the "Company")**

GUIDELINES FOR THE COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors of Cornish Metals Inc. approves the following qualities for consideration when evaluating the composition of the Board of Directors and when nominating potential candidates.

In tabling these Guidelines, the Board of Directors acknowledges that the qualities listed are not intended to be exhaustive and are not listed in terms of their importance.

In addition, the Board acknowledges that it should seek diversity in perspectives and ideas, by considering qualified candidates with relevant education and experience and to seek out highly qualified individuals diverse in gender, ethnicity, race, age, and culture to include in the pool from which board nominees are chosen.

Qualities:

- Financial accreditation and/or financial literacy
- Sound business experience and expertise
- Corporate governance experience
- Industry specific experience and knowledge
 - Mining
 - Environment
 - Safety and Occupational Health
- Experience in corporate operations
- Financing, M&A experience
- Strong board skills, such as:
 - Integrity
 - Networking abilities
 - Interpersonal skills
 - Ability to think strategically and act independently
- Independent, as such term is defined by the Canadian Securities Administrators
- Not previously bankrupt
- Prior personal history that is acceptable to regulators
- Willing to devote sufficient time and effort to board duties

The Board shall review these Guidelines annually and make any material changes as required.

Adopted by the Board of Directors of Cornish Metals Inc. on June 5, 2020