Form 51-102F1
Interim Management's Discussion and Analysis ("MD&A")
for
Cornish Metals Inc. ("Cornish Metals" or the "Company")

Containing information up to and including June 22, 2022

Description of business

Cornish Metals Inc. ("Cornish Metals" or the "Company") is a Canadian incorporated mineral exploration and development company focused on its mineral projects in Cornwall, United Kingdom. The Company's flagship projects are the past producing South Crofty underground tin mine and the United Downs exploration project. The Company acquired rights for its mineral projects in Cornwall in July 2016.

The Company also maintains an interest in exploration properties which are prospective for tin, tungsten and silver in Alaska and nickel in Northwest Territories, Canada, in addition to holding a royalty on two tungsten assets (non-producing) located in the Northwest Territories and Yukon, Canada. Shares of the Company trade on the TSX Venture Exchange ("TSX-V") and the AIM market of the London Stock Exchange Plc ("AIM") under the symbol CUSN.

The following discussion and analysis of the Company's financial condition and results of operations for the three months ended April 30, 2022, should be read in conjunction with the consolidated condensed interim financial statements of the Company for the three months April 30, 2022 and April 30, 2021, together with notes thereto. These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and specifically, in accordance with International Accounting Standards 34, Interim Financial Reporting ("IAS 34"). This Interim MD&A contains forward-looking statements that are based on certain estimates and assumptions and involve risks and uncertainties. Actual results may vary materially from management's expectations. Refer to the "Forward-Looking Statements" section which appears later in this MD&A.

Unless otherwise noted, all currency amounts are stated in Canadian dollars ($).

Disclosure of a scientific or technical nature which appears in this MD&A was prepared under the supervision of Mr. Owen Mihalop, CEng, MIMMM. Mr. Mihalop is the Company's COO and a "Qualified Person" as that term is defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101").

Highlights for the three months ended April 30, 2022 and for the period ending June 22, 2022

- Completion of 10,159 meters of drilling within phased exploration program at the United Downs exploration project with results from first 3,927 meters of drilling reported to date, with further assay results to be reported when available;
- Completion of financing for gross proceeds of £40.5 million ($64.8 million based on closest available exchange rate), including a strategic investment by Vision Blue Resources of £25.0 million ($40.0 million), to advance the South Crofty tin project to a potential construction decision;
- Issuance of a second tranche of common shares pursuant to the restructuring of the deferred consideration relating to the acquisition of the South Crofty tin project and associated mineral rights in Cornwall; and
- Mr. Tony Trahar nominated by Vision Blue Resources as its representative on the Board.

Strategic review of business

Cornwall mineral properties - background

The Company holds extensive mineral rights in a highly prospective historic mining region in the United Kingdom. These mineral rights cover an area of approximately 15,000 hectares throughout Cornwall, covering many past producing mines, including those located at the South Crofty tin project and at the United Downs exploration project. Through these mineral rights, the Company has exposure to three essential battery / technology / "green" metals: tin, copper and lithium, the latter via a free carried interest with Cornish Lithium.

Southwest England has a rich history in mining high-grade tin lodes, with over 450,000 tonnes of tin being produced from the central mining district (the towns of Redruth, Pool, and Camborne in Cornwall), the majority of which was produced from the South Crofty mine. However, whilst there are over 2,000 documented mines in Cornwall, there has been little modern exploration applied to this region, with the most recent period being in the 1960s when four new mines were discovered and put into production. The discovery of near-surface, high-grade copper and tin mineralization at United Downs in 2020 is testament to the exploration potential of the region.

There is strong community and local government support for the development of new mines in Cornwall as evidenced by the grant of the Company's planning permissions and the recent expansion of Cornish Lithium's projects in the area. Furthermore, management believes that there has been a recent shift in policy at local and central government levels which has seen growth in support for new mining projects in the UK, as demonstrated by the development of Tungsten West's Hemerdon project in Devon, Scotgold's Cononish gold and silver mine in Scotland and Anglo American's Woodsmith project in North Yorkshire.

Tin, copper and lithium are fundamental to growth in the technology sector and the transition to a low carbon economy. Independent market analysts forecast growing deficits for the tin, copper and lithium markets. Tin and copper have shown strong price increases through the past few years as investors anticipate renewed investment into infrastructure, especially electrification of various sectors, as global economies recover from the COVID-19 pandemic.

The Company's 100% interest in the Cornwall mineral projects is held indirectly through South Crofty Limited, which is a wholly-owned subsidiary of Cornish Metals Limited, itself a wholly-owned subsidiary of the Company. The Company's mineral rights in Cornwall are held indirectly through Cornish Minerals Limited (Bermuda), which is a wholly-owned subsidiary of Cornish Metals Limited.

South Crofty tin project

The South Crofty tin project is a strategic asset for the Company. South Crofty comprises an underground permission (mine permit) area that covers 1,490 hectares, an area which includes twenty-six former producing mines, allowing potential future operations to a working depth of 1,500 meters below surface. Production records date back to 1592, with full-scale mining activities commencing in the mid-17th century. South Crofty closed in 1998 as a result of the tin price collapse of 1985.

The underground permission for the South Crofty tin project was granted in 2013 and is valid until 2071. The Company also holds full planning permission to construct a new processing plant which could serve as a central processing facility for any mining project located within reasonable transport distance, including United Downs. The site is well serviced by power, road and rail infrastructure which will benefit the construction and operation of any future processing plant.

An updated Mineral Resource Estimate was published in June 2021. Furthermore, completion of the 'proof of concept' drill program during 2020 demonstrates management's belief in the exploration potential at South Crofty to materially increase the existing resource base.

The proceeds from the financing which completed in May 2022 are being used to advance South Crofty to a potential construction decision expected in around 30 months from closing of the financing, as described more fully below.

Planning, design and construction progress of the water treatment plant

The South Crofty mine workings are presently flooded and dewatering activities are required prior to the potential reopening of the mine. In March 2017, a water treatment trial was successfully completed at South Crofty. In October 2017 the Company received, from the Environment Agency, a mine waste permit with water discharge consent that will allow treatment and discharge of up to 25,000m^3/day of mine-water, following construction and commissioning of a new water treatment plant ("WTP") which is expected in the first half of 2023. Mine dewatering is expected to take around 18 months after completion of the construction of the WTP.

Construction progress of the WTP has included various enabling works and the placing of orders for a number of long lead items, all of which have been delivered to site. The preparation work for the laying of the concrete foundation slab for the WTP has also been completed.

Surveys have been successfully completed of New Cook's Kitchen Shaft (the main access shaft at South Crofty) demonstrating that the shaft is open to the bottom. The existing guiderails within the shaft have been shown to be sufficiently robust to allow them to be used for the lowering of equipment when dewatering activities commence.

United Downs exploration project

The United Downs exploration project is a near-surface, high-grade copper-tin discovery, surrounded by four former producing mines located within the historic Gwennap copper and tin mining district in Cornwall. Gwennap was the richest copper producing region in Cornwall (and the world) in the 18th and early 19th centuries, and at that time was referred to as "the richest square mile in the world."

Assays from drilling completed in April 2020 intersected some very high-grade copper-tin mineralization including 14.69 meters grading 8.45% copper and 1.19% tin, and 4.04 meters grading 4.44% copper and 2.06% tin. The semimassive sulphide mineralization is similar in style to that found at nearby former producing mines. Further drilling is required to confirm the true width, as well as the strike and dip of the mineralized zone.

These drill holes confirm management's belief that there is exploration potential for both new structures and extensions to previously exploited structures within the United Downs exploration project. A phased exploration program at United Downs was planned to follow up on the results of these drill holes. The program aims to delineate further the known mineralized structures, conduct in-fill drilling, and subject to exploration success, estimate mineral resources, and produce the required technical studies to demonstrate the feasibility of conducting mining operations in the area. Results to date from the first phase of the exploration program are described below.

Agreement with Cornish Lithium

The Company also has exposure to Cornwall's lithium and geothermal potential through its agreement with Cornish Lithium whereby Cornish Lithium has the right to explore the Company's mineral rights in Cornwall for lithium contained in hot spring brines and associated geothermal energy. The Company retains the rights to any hard rock mineralization. Pursuant to these arrangements, the Company has:

- a 25% free carried interest, up to Bankable Feasibility Study, on Cornish Lithium's first project located on the Company's mineral right areas;
- a 10% free carried interest, up to Bankable Feasibility Study, on any subsequent projects located on the Company's mineral right areas; and
- a 2% gross revenue royalty from any production of metals from brines by Cornish Lithium and from any geothermal energy produced and sold to the national grid or other system produced from within any of the Company's mineral rights.

Activities update for the three months ended April 30, 2022 and for the period ending June 22, 2022

Results from ongoing exploration program at United Downs

The Company commenced its exploration program at United Downs in April 2021. The drilling activities were contracted to Priority Drilling Limited, under the supervision of the Company's geological team.

The first phase of the drill program focused on tracing the recently discovered high-grade copper-tin mineralization in the structure named "UD Lode" (formerly Lithium Lode) along strike and down dip.

The key points to date arising from the exploration program are:

- The UD Lode has been traced over a 200 meter strike length and 400 meter down dip;
- Several additional zones of copper – tin – silver – zinc mineralization have been intersected adjacent to the UD Lode; and
- Multiple zones of high-grade copper mineralization have been intersected down dip beneath the historic United Mines.

A second target 900 meters to the south of the UD Lode, called Trenares Lode, has also been drill tested. The Trenares Lode is within the United Downs project area.

Details of the intercepts from the ongoing drill program reported to date can be found in the press releases dated July 5, 2021, August 30, 2021, November 3, 2021 and December 6, 2021. The results reported to date represent a total of 3,927 meters of drilling from 11 drill holes. In total, 26 holes have been drilled at United Downs amounting to 10,159 meters. Drilling has now ceased and assays will follow when available.

Outside of the United Downs project area, a third target, Carn Brea has also been drill tested. Carn Brea is located 1.5 kilometers southeast of the South Crofty tin project. At Carn Brea, eight holes have been drilled totaling 2,504 meters. Drilling has now ceased and assays will follow when available.

Agreement of South Crofty mineral leases

On February 4, 2022, agreement was reached with Sir Ferrers Vyvyan of Trelowarren in Cornwall to lease certain mineral rights owned by the Vyvyan family. The mineral lease covers an area of 222 hectares and is valid for 25 years. The lease will enable the Company to explore and mine within all the mineral right areas owned by the Vyvyan family inside the South Crofty mine, and to explore certain other mineral right areas adjacent to the South Crofty mine.

The agreement with the Vyvyan family supplements the agreement reached with Roskear Minerals LLP in March 2021 (the "Roskear Agreement") to lease their mineral rights within the South Crofty tin project. The Roskear Agreement enables the Company to explore and develop the mineral resources that are contained in the Roskear section of the South Crofty mine.

Strategic investment by Vision Blue Resources

On May 24, 2022, a financing of £40.5 million ($64.8 million based on the closing exchange rate as at May 20, 2022) (the "Offering") completed, which included a £25.0 million (approximately $40.0 million based on the closing exchange rate as at May 20, 2022) strategic investment by Vision Blue Resources Limited ("VBR"). The balance of the Offering was completed through a private placement with certain Canadian and UK investors and eligible private investors.

A summary of the Offering is described below. Further details can be found in the press releases dated March 28, 2022 and May 23, 2022.

The Offering was structured through a unit offering comprising one common share at £0.18 ($0.30 for Canadian investors) and a warrant to purchase one common share priced at £0.27 ($0.45 for Canadian investors) for a period of 36 months from the closing date of the Offering. A total of 225,000,000 units have been issued, comprising around 44.0% of the issued share capital as at May 24, 2022, excluding the effect of the issuance of the Milestone Shares as described below. VBR held approximately 27.2% of the enlarged issued share capital upon closing of the Offering.

The planned use of the proceeds from the Offering is to complete the dewatering program and Feasibility Study at South Crofty, evaluate downstream beneficiation opportunities and commence potential on-site early works in advance of a potential construction decision. The proceeds raised under the Offering are budgeted to fund a 30 month program from closing of the Offering.

Pursuant to an Investment Agreement entered into between the Company and VBR, upon closing of the Offering, VBR retains the following rights, among others, subject to certain terms and conditions:

- For so long as its shareholding in the Company is in aggregate not less than 10% of the Company's issued share capital:
  - Nomination of one person to the Company's board of directors as a non-executive director as an additional director to the current board of directors (the "Investor Director"), with Mr. Trahar being appointed to this position on June 6, 2022, as described below;
  - Nomination of one person to the Company's technical committee to be formed from closing of the Offering, which person may be a person other than the Investor Director; and
  - A participation right to maintain its percentage ownership interest in the Company upon any offering of securities at the subscription price and similar terms as are applicable to such offering; and
- For so long as its shareholding and its affiliates' shareholdings in the Company are in aggregate not less than 5% of the Company's issued share capital, the appointment of an observer to the board of directors of the Company.

On closing of the Offering, VBR entered into a Relationship Agreement with the Company and SP Angel Corporate Finance LLP (the Company's nominated adviser on AIM), relating to the carrying on of the Company's business in an independent manner following the closing of the Offering.

The Company has undertaken to VBR to use its reasonable commercial efforts to complete a Feasibility Study in respect of South Crofty on or before 31 December 2024.

The Offering was subject to the approval of the TSX-V and shareholders, both of which were received by May 19. 2022.

Issuance of shares as deferred consideration payable for the Cornwall mineral properties

On June 30, 2021, agreement was reached with Galena Special Situations Limited (formerly Galena Special Situations Master Fund Limited) and Tin Shield Production Inc. (together the "Sellers") to restructure the outstanding deferred consideration payable to the Sellers on the acquisition of the South Crofty tin project and associated mineral rights (the "Side Letter"). The fixed and variable payments that existed under the original share purchase agreement were replaced with fixed payments linked to pre-agreed project related milestones.

Pursuant to the Side Letter, 20,298,333 common shares were issued to the Sellers on May 31, 2022 ("Milestone Shares"). This payment was triggered by the Company raising funding for the dewatering of the South Crofty mine within the planned use of proceeds from the Offering, as described above.

The Milestone Shares represent consideration equivalent to an amount of US$4,750,000 ($6,089,500 at a US dollar / Canadian dollar exchange rate of 1.2820) at a deemed price of $0.30 per common share. The deemed price was the same price under which Canadian investors subscribed to the Offering pursuant to the terms of the Side Letter. The value of the Milestone Shares in accordance with IFRS is $9,844,692, being the market price of the Milestone Shares at their date of issuance.

As a result of this payment, the remaining deferred consideration payable to the Sellers is US$5,000,000 in common shares, payable upon a decision to proceed with the development and/or construction of a mine either at the South Crofty tin project or at the United Downs property.

Disposal of Sleitat royalty to Electric Royalties

On May 27, 2022, the disposal of a 1% Net Smelter Royalty on the Sleitat tin-silver project located in Alaska, USA to Electric Royalties Limited was completed. The consideration was $100,000 and 1,000,000 common shares in Electric Royalties, which in aggregate amounted to $355,000 at the date of completion.

Appointment of new director

On June 6, 2022, Mr. Tony Trahar was nominated by VBR to serve as its representative on the Board. Mr. Trahar is currently a special adviser to VBR.

Mr. Trahar has had a 40 year career in the mining, natural resources and industrial sectors. From 2000 to 2007 he was Chief Executive of Anglo American Plc, one of the world's largest mining groups, and was also a director of Anglo Gold, Anglo Platinum and De Beers.

From 1985 to 2000, Mr. Trahar was Chief Executive, and then Chairman of Mondi Ltd (now listed in London as Mondi Plc), a multinational forestry, pulp, paper and packaging group. Since leaving Anglo American, Mr. Trahar has also held a number of senior advisory roles for Barclays Natural Resource Investments (2007 to 2013) and Macquarie Bank (2014 to 2016).

Next steps

As described above, the proceeds raised from the Offering completed in May 2022 are being used to advance the South Crofty tin project to a potential construction decision within 30 months from closing of the Offering. The planned use of the proceeds from the Offering is to complete the dewatering program and Feasibility Study at South Crofty, evaluate downstream beneficiation opportunities and commence potential on-site early works in advance of a potential construction decision.

Within 30 months from the closing of the Offering, the Company's plans are as follows:

- Construct the WTP in the first half of 2023 and thereafter complete the dewatering of the mine within 18 months;
- Complete an underground drill program which is expected to commence in July 2022 in order to delineate a JORC compliant Measured and Indicated Mineral Resource and increase the Indicated and Inferred JORC Mineral Resource once access to the underground workings is obtained;
- Complete a Feasibility Study using all reasonable commercial efforts on or before 31 December 2024;
- Commence basic and detailed engineering studies, construction of the processing plant, refurbishment of underground facilities and other on-site early works; and
- Evaluate downstream beneficiation opportunities in the UK and the rest of Europe.

Subject to the availability of financing, consideration will also be given to continuing with the Company's exploration program at United Downs and evaluating other near-surface, high potential, exploration targets within transport distance of the planned processing plant site at South Crofty.

Results of operations

Financial highlights for the three months ended April 30, 2022 and 2021

	Three months ended	
	April 30, 2022	**April 30, 2021**
(Expressed in Canadian dollars)		
Total operating expenses	**627,115**	894,549
Loss for the period	**979,427**	1,301,049
Net cash (used in) operating activities	**(625,384)**	(908,981)
Net cash (used in) investing activities	**(1,184,673)**	(762,856)
Net cash (used in) / provided by financing activities	**(555,449)**	13,226,816
Cash at end of the period	**4,286,535**	11,511,900

- Decrease in operating expenses impacted by $368,325 of costs relating to AIM listing incurred in comparative period which were not eligible for capitalization;
- Higher operating expenses more generally relating to increased media/investor activities following last year's AIM listing and preparatory work for the successful fundraise cornerstoned by Vision Blue Resources;
- Costs of $576,786 and $230,723 capitalized in connection with the ongoing exploration program at United Downs and Carn Brea, respectively (excluding capitalized depreciation and other non-cash items);
- Financing fees of $584,359 incurred by April 30, 2022 in connection with the fundraise which closed at the end of May 2022;
- Gross proceeds raised from the Offering of £40.5 million ($64.8 million) received subsequent to the period end, following gross proceeds raised from the AIM listing in comparative period of £8.2 million ($14.4 million); and
- Recognition of foreign currency translation loss of $1,152,758 for those assets located in the UK when translated into Canadian dollars for presentational purposes.

Commentary for the three months ended April 30, 2022

During the three months ended April 30, 2022 (the "Current Period"), the Company recorded a loss of $979,427 as compared to a loss of $1,301,049 for the three months ended April 30, 2021 (the "Comparative Period"). Comprehensive loss for the Current Period totaled $2,132,185 ($0.01 loss per share) as compared to comprehensive loss of $1,511,551 ($0.01 loss per share) in the Comparative Period.

The Company recognized a foreign currency translation loss of $1,152,758 (Comparative Period – $210,502) in comprehensive loss arising on the translation of foreign subsidiaries whose functional currency is not the Canadian dollar.

During the Current Period, expenses totaled $627,115 as compared to expenses of $894,549 in the Comparative Period. This decrease is mainly attributable to lower professional fees, regulatory and filing fees and share-based compensation expense, offset by higher advertising and promotion expenditure and corporate remuneration.

Advertising and promotion expense (Current Period - $110,878; Comparative Period - $52,925) increased primarily due to higher travel related expenditure. Preparatory work for the Offering and continued development of the Company's mineral properties in Cornwall have resulted in an increase in the travel related expenditure of the Company's executives. Other costs included in this expense category include fees relating to public relations in the UK, investor relations in North America and publicity costs in Cornwall.

Professional fees (Current Period - $169,597; Comparative Period - $412,674) include accounting and audit fees, legal fees, financial advisory fees and consulting expenses. Professional fees decreased mainly due to the financial advisory fees relating to preparatory work for the AIM listing which were not eligible for capitalization being incurred in the

Comparative Period. Partially offsetting this reduction were higher legal fees incurred in respect of various corporate initiatives undertaken in the Current Period and a higher audit fee due to an increase in the Company's activities and asset base. Other costs included in this expense category include recurring fees payable to the joint brokers and nominated adviser in the UK pursuant to the Company's listing on AIM.

Salaries, directors' fees and benefits expense (Current Period - $262,133; Comparative Period - $222,836) rose as the Company's activity levels increased as compared to the Comparative Period with the result that compensation for the Company's executives was adjusted accordingly.

Share-based compensation expense (Current Period - $Nil; Comparative Period - $51,796) decreased as the last award of stock options in August 2020 had fully vested by January 31, 2022 as compared to a share-based compensation expense for these stock options being recognized in the Comparative Period.

Insurance expense (Current Period - $33,509; Comparative Period - $21,784) increased as following the AIM listing, a higher coverage level for the D&O policy was arranged for the policy year commencing from December 1, 2021.

Office, miscellaneous and rent (Current Period - $28,978; Comparative Period - $21,883) increased mainly due to an increase in sponsorship expenditure for various sporting, charitable and educational activities which were supported by the Company. These activities are held in local communities which are in close proximity to the Company's mineral properties in Cornwall. With the expiry of the lease in April 2021, the Company's office in Vancouver closed. Additional costs were incurred during the Comparative Period to close the office and to transition the Company's IT systems to the UK. Other costs in this expense category include the Company's membership fees of the International Tin Association and the Critical Minerals Association.

Regulatory and filing fees (Current Period - $21,244; Comparative Period - $68,883) decreased due to the fee associated with the Company's admission to listing on AIM being incurred in the Comparative Period as this fee was not eligible for capitalization. Other costs incurred in this expense category included the ongoing AIM listing and TSX-V sustaining fees, as well as transfer agent fees that are correlated to the levels of trading in the Company's shares across the two stock exchanges.

Accretion expense (Current Period - $Nil; Comparative Period - $15,764) relates to the unwinding of the convertible note with Osisko Gold Royalties Limited ("Osisko") for $7.17 million that closed on January 26, 2018. In the Comparative Period, total accretion for the convertible note was $43,527, of which $15,764 was expensed and $27,763 was capitalized to property, plant and equipment. On February 19, 2021, Osisko exercised its royalty option and the note was converted into a NSR liability with the consequence that accretion was no longer incurred after this date.

Depreciation (Current Period - $443; Comparative Period - $22,109) decreased due to the depreciation charge resulting from the Vancouver office in the Comparative Period, the lease of which expired in April 2021. There were no additions of property, plant and equipment during the Current Period for which depreciation is expensed. Depreciation on assets at the South Crofty site is capitalized to exploration and evaluation assets. During the Current Period, capitalized depreciation decreased (Current Period - $10,963; Comparative Period - $11,053) as the depreciable asset base at South Crofty is reducing on account of the increasing age of property, plant and equipment at the mine site.

Generative exploration costs (Current Period - $333; Comparative Period - $Nil) were incurred for expenditure incurred on the Company's mineral properties located in North America. An expense incurred during the Comparative Period was the finance cost relating to the unwinding of the discount on the lease liability associated with the Vancouver office as a consequence of IFRS 16 (Current Period – $Nil; Comparative Period – $3,895).

Interest income (Current Period - $743; Comparative Period - $192) was higher reflecting increased interest rates being received on the Company's cash balance across the Current Period.

The foreign exchange loss (Current Period - $353,055; Comparative Period - $406,692) has primarily arisen due to the translation impact on the Company's cash balance, most of which is denominated in British pounds following the AIM listing. The Canadian dollar has appreciated against the British pound during the Current Period, a similar trend as seen during the Comparative Period.

Assets and liabilities

Total assets decreased to $34,385,768 as at April 30, 2022 as compared to total assets of $36,088,025 as at January 31, 2022. The decrease in the Company's asset base is mainly attributable to the appreciation of the Canadian dollar against the British pound thereby resulting in a foreign currency loss for those assets located in the UK when translated into Canadian dollars for presentational purposes.

The Company's cash balance decreased from $6,922,704 as at January 31, 2022 to $4,286,535 as at April 30, 2022, principally as a result of ongoing development activities at the Company's mineral properties in Cornwall, expenditure at a corporate level and settlement of financing fees associated with the Offering which completed at the end of May 2022.

Marketable securities remained stable at $1,574,506 as at January 31, 2022 and as at April 30, 2022. Most of this balance is the fair value of the Company's holding in Cornish Lithium which remained unchanged across the Current Period.

Receivables increased from $107,230 as at January 31, 2022 to $140,449 as at April 30, 2022. Receivables largely consist of sales tax receivables from the governments of Canada and the UK. The movement in sales tax receivable balances are due to the timing of settling contractual obligations associated with the ongoing exploration program.

Prepaid expenses increased from $231,933 as at January 31, 2022 to $353,680 as at April 30, 2022 due to annual payments under the surface and mineral leases for South Crofty being prepaid during the Current Period.

Deferred financing fees increased to $672,778 as at April 30, 2022 compared to $Nil as at January 31, 2022. These fees consist of legal and related fees which were incurred by the period end date in connection with the Offering. The deferred financing fees, as well as further financing fees incurred subsequent to the period end date, will be applied against the gross proceeds raised from the Offering.

Deposits increased from $42,448 as at January 31, 2022 to $52,959 as at April 30, 2022 due to a deposit being paid for accommodation. Included in this balance is a deposit paid to the main contractor for the United Downs drill program and a deposit placed with the electricity provider in Cornwall to secure the power supply for potential future mining operations at South Crofty.

Property, plant and equipment ("PPE") assets decreased from $6,437,175 as at January 31, 2022 to $6,128,901 as at April 30, 2022, with the reduction in carrying value largely arising from a foreign currency translation loss of $302,319 due to the appreciation of the Canadian dollar against the British pound since January 31, 2022. The most significant item within PPE is the capitalization of the WTP at $4,289,356 for which design and construction activities have commenced. The WTP is treated as work in progress and is therefore not depreciated. Also capitalized within PPE are right-to-use assets which represents use of a leased motor vehicle at South Crofty.

Depreciation of PPE amounted to $11,406, of which $443 has been expensed relating to assets that are used for corporate activities, with the balance of $10,963 being capitalized to exploration and evaluation assets relating to assets located at the South Crofty mine.

Exploration and evaluation assets of $21,175,960 as at April 30, 2022, representing 62% of total assets, have increased from $20,772,029 as at January 31, 2022. The capitalization of $1,274,802 in costs during the Current Period was largely offset by the reduction in carrying value arising from a foreign currency translation loss of $870,871 due to the appreciation of the Canadian dollar against the British pound since January 31, 2022. Also included in exploration and evaluation costs is an addition of $41,494 relating to the re-measurement of the commitment to issue shares in settlement of outstanding deferred consideration. As noted above, these shares were issued to the Sellers on May 31, 2022.

Capitalized costs relate to the Company's mineral properties in Cornwall, and include general expenditure at the South Crofty mine, such as salaries, utility expenses, lease payments and general maintenance expenses of the mine. In addition, costs of $576,786 were capitalized in connection with the ongoing exploration program at United Downs during the Current Period (excluding capitalized depreciation and foreign exchange movements), most of which related to drilling costs. Costs of $230,723 were also incurred for the exploration program at Carn Brea during the Current Period.

A summary of the Company's capitalized exploration and evaluation assets is as follows:

	January 31, 2022	Expended during the period	**April 30, 2022**
Cornwall Mineral Properties, UK			
Exploration costs	$ 4,536,805	$ 896,287	**$ 5,433,092**
Tenure and utility costs	1,292,255	95,436	**1,387,691**
Office and remuneration costs	4,201,741	230,622	**4,432,363**
Capitalized depreciation	437,888	10,963	**448,851**
Asset acquisition	10,898,376	41,494	**10,939,870**
Recovery of costs	(449,947)	-	**(449,947)**
Foreign currency translation	(145,089)	(870,871)	**(1,015,960)**
	$ 20,772,029	$ 403,931	**$ 21,175,960**

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties is in good standing.

Current liabilities increased from $6,658,907 as at January 31, 2022 to $7,009,469 as at April 30, 2022 largely due to an increase in accounts payable and accrued liabilities arising from the timing of settling contractual obligations, in particular, legal fees relating to the Offering and costs associated with the ongoing exploration program.

Also included in current liabilities is the commitment to issue shares for $6,076,200, an increase from $6,041,525 as at January 31, 2022 due to its re-measurement at the period end date. Although the deferred consideration will be settled through the issuance of common shares, the commitment to issue shares meets the definition of a financial liability as the outstanding payments are fixed in US dollar terms. Accordingly, the commitment to issue shares is carried at fair value and classified as current since the common shares were issued to the Sellers on May 31, 2022.

Total long-term liabilities increased from $8,717,997 as at January 31, 2022 to $8,767,363 as at April 30, 2022 as a result of the re-measurement of the NSR liability at the period end date. Since the NSR liability is denominated in US dollars, a foreign currency translation adjustment arises at each reporting date as it is converted into Canadian dollars for presentational purposes.

Summary of quarterly results

The following table sets out selected unaudited quarterly financial information of the Company and is derived from the Company's consolidated condensed interim financial statements prepared by management. The Company's consolidated condensed interim financial statements are prepared in accordance with IFRS.

Quarter ending	**Interest income $**	**Income (loss) from continued operations $**	**Basic and Diluted Loss per share from loss $**
April 30, 2022	$ 743	$ (979,427)	$ (0.01)
January 31, 2022	361	(858,737)	0.00
October 31, 2021	241	(955,344)	0.00
July 31, 2021	305	203,987	0.00
April 30, 2021	192	(1,301,049)	(0.01)
January 31, 2021	20	(104,401)	0.00
October 31, 2020	199	(704,523)	(0.01)
July 31, 2020	1,059	(390,585)	0.00
April 30, 2020	3,259	(398,893)	0.00

* Based on the treasury share method for calculating diluted earnings.

Quarterly losses have generally arisen largely due to operating expenses being incurred for the development of the Company's mineral properties in Cornwall, which are not eligible for capitalization, and at a corporate level more generally. Corporate activities include investor/media activity associated with the Company's listing on AIM and the TSX-V, and preparatory work for fundraising and other financing initiatives, with the timing of such work impacting the quarterly results.

The Company's expenses also include non-cash expenses such as accretion (related to the Company's financing activities), share-based compensation expense, which varies depending on when share options are granted and vest, and write offs/impairments against assets.

Quarterly results are also impacted by foreign exchange gains (losses) and unrealized and realized gains (losses) on marketable securities recognized in income (loss).

Liquidity and capital resources

The Company's working capital as at April 30, 2022 was $18,479 as compared to working capital of $2,177,466 as at January 31, 2022. Working capital is adversely impacted by the commitment to issue shares of $6,076,200 as at April 30, 2022 (January 31, 2022 - $6,041,525), with this liability being discharged through the issuance of common shares on May 31, 2022.

Cash decreased by $2,636,169 in the Current Period (Comparative Period – increased by $11,158,299) to $4,286,535 as at April 30, 2022, which includes a foreign currency translation loss of $270,663 (Comparative Period – $396,680). With most of the Company's cash being denominated in British pounds following the AIM listing, a foreign currency loss arises for presentational purposes due to the appreciation of the Canadian dollar since January 31, 2022.

Net cash used in operations during the Current Period was $625,384 (Comparative Period - $908,981). Changes in working capital items during the Current Period included an increase in receivables of $33,218, an increase in prepaid expenses of $28,727 and an increase in payables and accrued liabilities of $62,490.

During the Current Period, the Company used $1,184,673 (Comparative Period – $762,856) for investing activities, including $2,661 for the acquisition of PPE, and $1,171,500 for expenditure which was capitalized to exploration and evaluation assets, the most significant component of which was incurred in connection with the ongoing exploration program at United Downs. In the Comparative Period, $670,970 was incurred on exploration and evaluation assets and $75,671 was incurred on PPE.

Net cash used in financing activities was $555,449 in the Current Period (Comparative Period – provided by $13,226,816) including the receipt of $30,000 for the receipt of share subscriptions received in advance and settlement of financing fees of $584,359 (Comparative Period - $Nil), both associated with the Offering. Lease payments were $1,090 in the Current Period (Comparative Period - $24,284). In the Comparative Period, the Company received $14,244,206 in gross subscriptions from the AIM listing and settled $1,066,126 in share issue costs. Overall gross proceeds from the AIM listing were $14,434,108 and total share issue costs amounted to $1,506,824, resulting in net proceeds from the AIM listing of $12,927,284. Also in the Comparative Period, proceeds from the exercise of warrants amounted to $184,750 (Current Period - $Nil).

Funding requirements are forecast with reference to the Company's planned exploration, development and corporate activities and anticipating investing and financing activities. Actual funding requirements may vary from those planned due to a number of factors, including results from exploration and development activities and the Company's ability to raise additional funds at favourable terms. The Company has historically relied on equity financings and asset sales, or a combination thereof to finance its activities, although the convertible note with Osisko provided a complementary funding source for the Company.

Equity financings at the Company's stage of development can be challenging depending on the prevailing economic environment and commodity cycle. Equity financings also result in dilution to existing shareholders which increases as the share price decreases. Furthermore, market volatility and economic uncertainties have the potential to create uncertainty for future equity financings. The Company's ability to raise equity financing is therefore impacted by market conditions, its share price and third party interest in its assets.

The Company has no credit facilities that can be used for ongoing operations because it has no operating cash flow. The Company may find raising additional financing through securitisation of its assets challenging since the royalty agreements with Osisko require that the Company's mineral rights in Cornwall are pledged as security.

Risks and uncertainties

Liquidity and going concern risks

The Company's financial condition and future prospects are significantly affected by the ability of the Company to obtain the financing necessary to complete the exploration and development of its mineral properties and upon future profitable production. Since the Company has not generated revenues from operations and is considered to be in the exploration stage, liquidity risk and going concern are the most significant risks faced by the Company at the present time.

As at April 30, 2022, the Company had current assets of $7,027,948 to settle current liabilities of $7,009,469. Although the Company has positive working capital of $18,479 as at April 30, 2022, the Company anticipates significant expenditures will be required to advance the Company's mineral properties in Cornwall. The Company may be required to delay or indefinitely postpone discretionary expenditure, including further exploration work, if additional financing cannot be obtained on reasonable terms in the future. Failure to obtain such additional financing will cause a delay in the Company's plan to advance the Company's mineral properties, or an inability to maintain title to its mineral properties in good standing. Furthermore, failure to realize additional funding, as required, could result in the Company being unable to meet the continued listing requirements of the TSX-V and AIM.

Whilst the proceeds from the Offering should provide sufficient liquidity to advance the South Crofty tin project to a potential construction decision within 30 months from closing of the Offering, further funding will be required thereafter to bring the South Crofty tin project into production. This funding may involve a mixture of equity, debt and other forms of financing, each carrying their own risk profile and cost.

The Company's consolidated condensed interim financial statements for the period ended April 30, 2022 have been prepared on a going concern basis with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. However, the Company has sustained substantial losses from operations since inception and has no current source of revenue. Continued operations of the Company and further exploration and development of its mineral properties is dependent on the Company's ability to obtain additional financing and generate profitable operations in the future. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. The Company's financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported amounts of expenses and the classification of statement of financial position items if the going concern assumption was inappropriate. These adjustments could be material.

In February 2021, the convertible note entered into with Osisko in January 2018 was converted into royalties over the Company's mineral properties in Cornwall. Whilst the convertible note was secured by a first ranking lien on all of the assets of the Company and its subsidiaries, the security package for the royalties is limited to the Company's mineral rights in Cornwall and a share pledge over the subsidiary company which holds such rights. If an event of default occurs under the royalty agreements, Osisko has the right to realize upon its security and become the owner of the Company's mineral rights in Cornwall.

Foreign currency risk

The Company has its most significant exposure to foreign currency risk through expenditure incurred on its exploration and evaluation assets and property, plant and equipment in the United Kingdom. Most of the Company's expenditure incurred on its exploration and evaluation assets, and property, plant and equipment is in British pounds, therefore the fluctuation of the Canadian dollar in relation to this currency will consequently have an impact on the value of the Company's assets. The Company does not presently invest in foreign denominated currency contracts to mitigate this risk, but will closely monitor this risk depending on the amount and currency of any fundraising for the exploration, evaluation and future development of the Company's mineral properties located in Cornwall, UK.

Credit risk

Credit risk is the risk of financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The maximum exposure to credit risk at the reporting date is the carrying value of the Company's receivables and cash. The Company's receivables consist primarily of sales tax receivables due from the Canadian and UK governments. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the future cash flows of a financial instrument fluctuate due to changes in market interest rates. The Company's exposure to interest rate risk is minimal as cash is placed in deposits held with Canadian and British financial institutions that generate modest investment returns. Furthermore, the Company has no financial liabilities subject to variable interest rates.

Equity market risk

The Company is exposed to equity price risk arising from its marketable securities. The Company sells its marketable securities as market conditions permit, or as is required to finance the Company's operations from time-to-time.

Commodity price risk

The Company is exposed to price risk with respect to commodity prices, particularly tin and copper. The ability of the Company to explore and develop its exploration and evaluation assets and the future profitability of the Company are directly related to the market price of commodities. The Company monitors commodity prices in forecasting its cash flow requirements for the funding of its ongoing exploration and corporate activities and estimated development costs in bringing assets into production. The Company does not presently invest in commodity hedges to mitigate this risk.

Outstanding share data

The Company's authorized capital is unlimited common shares without par value.

As at June 22, 2022, there were 531,248,490 common shares issued and outstanding.

As at June 22, 2022, the Company had the following stock options and warrants outstanding:

	Outstanding		Exercise price	Exercisable	Expiry date
Options	1,400,000	$	0.20	1,400,000	November 3, 2022
	5,150,000		0.10	5,150,000	August 19, 2025
Warrants	2,072,222	$	0.10	2,072,222	November 9, 2022
	1,350,000		0.07	1,350,000	February 3, 2023
	225,000,000		0.45[1]	225,000,000	May 24, 2025

[1] Pursuant to the terms of the Offering, the exercise price of these warrants is £0.27 for non-Canadian investors or $0.45 for Canadian investors.

During the three months ended April 30, 2022 and 2021, the Company granted no stock options.

During the three months ended April 30, 2022, the Company recorded $Nil (April 30, 2021 - $51,796) in share-based compensation expense.

Transactions with related parties

The Company entered into the following transactions with related parties during the three months ended April 30, 2022 and 2021:

Operating expenses

a) Paid $2,013 to North Arrow Minerals Inc., a company with two common directors, for office space and administrative services (April 30, 2021 - $1,639); and

b) Received $788 from Winshear Gold Corp., a company with a common director, relating to an apportionment of administrative costs, benefits and rent for the Vancouver office (April 30, 2021 - $4,538), of which $788 was included in receivables (January 31, 2022 - $325).

Participation in financing

a) Received $24,500 from each of Richard Williams, Don Njegovan and D. Grenville Thomas for their participation in the financing that completed upon the Company's listing on AIM in February 2021; and

b) The convertible note entered into with Osisko in January 2018 was converted into royalties over the Company's mineral properties in Cornwall in February 2021, as further described above.

Key management includes the Company's directors and officers. Compensation awarded to key management was as follows:

	Three months ended	
	April 30, 2022	April 30, 2021
Salaries and benefits[1]	**$ 208,241**	$ 156,618
Directors' fees	**32,500**	22,589
Share-based compensation	**-**	51,796
Total	**$ 240,741**	$ 231,003

1 Allocated $205,491 (April 30, 2021 - $153,868) to salaries and benefits and $2,750 (April 30, 2021 - $2,750) to professional fees.

<u>Commitments</u>

The Company has entered into contracts with utility providers, land owners and mineral lease owners, none of which are regarded as significant or non-routine in nature. Costs under these contracts are either expensed to profit or loss, or capitalized to exploration and evaluation assets depending on their nature.

The Company also has outstanding commitments relating to the construction of the water treatment plant for $230,000. The timing of payments relating to these commitments is uncertain, and would depend on the progress of construction.

Upon commencement of mining, the Company is liable to make payments to owners of mineral properties within the underground mine permission area of the South Crofty tin project which the Company leases for the purposes of ore extraction. Payments will take the form of either:

- an advance payment of £84,000 per annum (equivalent to $135,072 at the period end GBP/CAD rate) during periods when there is no production from the respective owner's mineral rights ("Advance Royalty Payments"), or
- a NSR payable for a minimum of £84,000 on ore extracted from property that falls within the mineral rights held by the owner which varies according to the prevailing tin price.

The Advance Royalty Payments will be deducted from NSR royalty payments as and when the NSR royalties become payable.

<u>Financial instruments</u>

A description of the Company's financial instruments and the financial risks to which the Company is exposed can be found in note 3 of the consolidated condensed interim financial statements for the three months ended April 30, 2022 and 2021.

<u>Capital management</u>

A description of the Company's capital management can be found in note 12 of the consolidated condensed interim financial statements for the three months ended April 30, 2022 and 2021.

<u>Significant accounting estimates and judgments</u>

A description of the Company's significant accounting estimates and judgments can be found in note 3a of the audited consolidated financial statements for the years ended January 31, 2022 and 2021.

<u>Additional disclosure for venture issuers without significant revenue</u>

Additional disclosure concerning the Company's general and administrative expenses and exploration and evaluation assets is provided in the Company's consolidated statement of financial position, statement of changes in shareholders' equity, statement of loss and comprehensive loss and the exploration and evaluation assets note contained in its consolidated condensed interim financial statements for three months ended April 30, 2022 and 2021 prepared in accordance with IFRS. These statements are available on SEDAR at www.sedar.com.

Additional information

Additional information relating to the Company is on SEDAR at www.sedar.com and is available on the Company's website at www.cornishmetals.com.

Forward-looking statements

This Interim MD&A may contain "forward-looking statements" within the meaning of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by law.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to: statements with respect to expenditures and sources of and anticipated financing requirements, the Company's ability to continue as a going concern, the Company's mineral properties, including, but not limited to, the Company's ability to evaluate and develop the South Crofty tin project and other Cornwall mineral properties and other statements, including, but not limited to: statements in respect of the required consents and permissions for further development of the South Crofty tin project and other Cornwall mineral properties, planned exploration and exploration results, exploration potential and project growth opportunities for the South Crofty tin project and other Cornwall mineral properties and the timing thereof, statements in respect of the Offering, the expected use of proceeds of the Offering, including in respect of certain work programs and the potential completion of a feasibility study on the South Crofty mine and the timing thereof, the Company's ability to obtain financing when required and on terms acceptable to the Company and the potential consequences if the Company fails to obtain any such financing, including potential delays in exploration and the advancement of mineral properties, the inability to maintain its mineral properties in good standing, and potential non-compliance with continued listing requirements, the Company's ability to comply with the terms of its royalty agreements in connection with the South Crofty tin project and other Cornwall mineral properties, and the remaining deferred consideration payable to the Sellers and timing thereof.

These forward-looking statements include, among others, statements with respect to the Company's objectives for the ensuing year, our medium and long-term goals, and strategies to achieve those objectives and goals, as well as statements with respect to our beliefs, plans, objectives, expectations, anticipations, estimates and intentions. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements. In particular, statements regarding the Company's future operations, future exploration and development activities or other development plans and estimated future financing requirements contain forward-looking statements.

All forward-looking statements and information are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, acquisitions, financings, regulatory developments, development plans, exploration and development activities and commitments. Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other forward-looking statements will not be achieved. We caution readers not to place undue reliance on these statements as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in such forward-looking statements.

These factors include, but are not limited to, developments in world financial and commodity markets, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar and the British pound sterling, risks related to changes in exploration plans due to exploration results and changing budget priorities of the Company or its joint venture partners, changes in project parameters as plans continue to be refined, risks related to completion of the Offering, including, among other things, risks related to the dilution of the Company's shareholders as a result of the Offering, VBR's significant influence over the Company upon completion of the Offering, the potential impacts of VBR's significant interest in the Company on the liquidity of the shares following closing of the Offering, restrictions under certain negative covenants agreed to by the Company under the Investment Agreement, the termination of the Investment Agreement, risks that the Company may not be able to deploy the proceeds of the Offering in the manner contemplated, risks that VBR may not maintain its equity interest in the Company following closing of the Offering, risks related to receipt of regulatory approvals, risks related to delays in obtaining governmental approvals or financing, risk of non-compliance with planning and environmental permissions / licences, possible variations in ore reserves, grade or recovery rates, risks related to general economic and market conditions including credit risk, potential changes to the interest rate, equity market risk and commodity price risk, the timing and content of upcoming work programs, actual results of proposed exploration activities, risks related to the COVID-19 global pandemic and any variants of COVID-19 which may arise, risks associated with the unplanned departure of key personnel, environmental risks, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry, risks associated with changes in national and local government regulation of mining operations, tax rules and regulations, the effects of competition in the markets in which the Company operates, judicial or regulatory judgments and legal proceedings, operational and infrastructure risks and the Company's anticipation of and success in managing the foregoing risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on our forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on the Company's behalf, except as required by law.

A summary of the acquisition and exploration activities for the Company can be found above, as well as a description of other corporate activities. These summaries include some discussion of management's future exploration plans. The reader is cautioned that actual results, performance or achievements may be materially different from those implied or expressed in these statements. The Company's exploration programs are subject to change from time to time, based on the analysis of results and changing corporate priorities, exploration targets and funding considerations.

Approval

The Board of Directors of the Company has approved the disclosure contained in this Interim MD&A. A copy of this Interim MD&A will be provided to anyone who requests it.