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MANAGEMENT PROXY CIRCULAR

(As at June 5, 2020, except as indicated)

SOLICITATION OF PROXIES

Strongbow Exploration Inc. (the "**Company**", "**Strongbow**", "**we**" or "**us**") is providing this Management Proxy Circular and a form of proxy in connection with management's solicitation of proxies for use at the annual general and special meeting (the "**Meeting**") of the Company to be held on Wednesday, July 8, 2020 at 10:00 a.m. Vancouver time and at any adjournments. Unless the context otherwise requires, when we refer in this Management Proxy Circular to the Company, its subsidiaries are also included. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

The Company intends to hold its Meeting in person. However, in view of the current and evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, Shareholders follow the instructions of the Public Health Agency of Canada (PHAC) (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirusinfection.html>). The Company encourages its shareholders not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. Access to the Meeting will, subject to Company's by-laws, be limited to essential personnel and registered shareholders and proxyholders entitled to attend and vote at the Meeting. The Company may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the meeting entirely by electronic means, telephone or other communication facilities. Please monitor our website at www.strongbowexploration.com for updated information. If you are planning to attend the Meeting, please check the website one week prior to the meeting date. As always, the Company encourages its shareholders to vote their shares prior to the Meeting. No management presentation will be made at the Meeting.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

A shareholder has the right to appoint a person other than a Management Proxyholder to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly signed proxy will be voted or withheld from voting on

each matter referred to in the enclosed Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for, and if the shareholder specifies a choice regarding any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named in the proxy as proxyholder regarding amendments or variations to matters identified in the Notice of the Meeting and regarding other matters which may properly come before the Meeting. At the date of this Management Proxy Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, Canada M5J 2Y1 or Fax 1-866-249-7775, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received later.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; a bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans; or a clearing agency such as The Canadian Depository for Securities Limited (a "**Nominee**"). If you purchased your shares through a broker, you are likely a non-registered holder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those non-registered holders who have objected to disclosing ownership information about themselves to the Company are referred to as "OBOs".

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Management Proxy Circular and the form of proxy, to the Nominees for distribution to non-registered holders. The Company does not intend to pay for Nominees to deliver the Notice of Meeting, this Management Proxy Circular and VIF (as defined below) to OBOs and accordingly, if the OBO's Nominee does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your shares are voted at the Meeting.

Meeting materials sent to non-registered holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of

a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered shareholder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In either case, the purpose of this procedure is to permit non-registered shareholders to direct the voting of the shares which they beneficially own. If a non-registered holder who receives a VIF wishes to attend the Meeting or have someone else attend on his, her or its behalf, the non-registered shareholder may appoint a legal proxy as set forth in the VIF, which will give the non-registered shareholder or his, her or its Nominee the right to attend and vote at the Meeting. Non-registered shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

In addition, Canadian securities legislation now permits the Company to forward Meeting materials directly to "NOBOs". If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered holders who wish to change their vote must, at least 7 days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the "**shares**" or "**common shares**"), of which 133,818,585 shares are issued and outstanding as of June 3, 2020. Persons who are shareholders of record at the close of business on June 3, 2020 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

To be effective, all resolutions (other than the Name Change Resolution, which is defined below) to be voted on at the Meeting must be passed by a simple majority (50% plus one) of the votes cast on the resolution. For the Name Change Resolution to be effective, it must be passed by not less than two-thirds of the votes cast on the resolution by all shareholders (as more particularly described under "*Particulars of Matters to Be Acted Upon – Approval of Change of Name.*").

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to all shares of the Company, except as disclosed in the table below:

Name	Number of Shares	% of Issued Shares
Osisko Gold Royalties Ltd.	43,833,333	32.8%

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company maintains an insurance policy for its directors and officers against liability incurred by them while performing their duties, subject to certain limitations. The amount of the premium for 2019-2020 was \$12,650 per annum for annual aggregate coverage of \$5,000,000 with a \$25,000 deductible. The current policy expires November 30, 2020.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this Management Proxy Circular, a Named Executive Officer ("**NEO**") of the Company means each of the following individuals:

- a) a CEO of the Company;
- b) a CFO of the Company;
- c) the most highly compensated executive officer of the Company, including any of its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 52-102F6, for that financial year; and
- d) each individual who would be an NEO under paragraph c) above but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

During the year ended January 31, 2020, the Company had four NEOs: Richard D. Williams, President & CEO, Matthew Hird, CFO, Owen Mihalop, Chief Operating Officer ("**COO**"), and Zara Boldt, former CFO & Corporate Secretary.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

During the last two fiscal years, the Company did not pay compensation, other than compensation securities (stock options) to its non-executive directors.

The Company paid the following compensation, excluding compensation securities, to its NEOs for the years ended January 31, 2020, 2019 and 2018:

Table of NEO & Director Compensation, Excluding Compensation Securities							
Name and Position	Year	Salary, Consulting Fees, Retainers and Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
Richard Williams, President & CEO and Director ⁽¹⁾	2020	\$200,000	Nil	Nil	Nil	\$10,938	\$210,938
	2019	\$200,000	Nil	Nil	Nil	\$3,692	\$203,692
	2018	\$200,000	Nil	Nil	Nil	\$2,333	\$202,333
Matthew Hird, CFO ⁽²⁾	2020	\$152,487	Nil	Nil	Nil	Nil	\$152,487
	2019	\$109,746	Nil	Nil	Nil	Nil	\$109,746
	2018	Nil	Nil	Nil	N/A	Nil	Nil
Owen Mihalop, COO	2020	\$197,844	Nil	Nil	Nil	\$2,229	\$197,073
	2019	\$184,006	Nil	Nil	Nil	Nil	\$184,006
	2018	\$152,081	Nil	Nil	Nil	Nil	\$152,081
Zara Boldt, Former CFO & Corporate Secretary ⁽³⁾	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	\$41,667	Nil	Nil	Nil	Nil	\$41,667
	2018	\$73,333	Nil	Nil	Nil	Nil	\$73,333

(1) The compensation disclosed in the table above relates entirely to Mr. Williams' service as an executive officer; Mr. Williams does not receive compensation for his service as a director.

(2) Mr. Hird was appointed CFO on May 14, 2018.

(3) Ms. Boldt resigned as CFO on May 14, 2018 and Corporate Secretary on July 3, 2018.

Stock Option Exercises

No stock options were exercised by the NEOs or any directors during the years ended January 31, 2020, 2019 and 2018.

Stock Options and Other Compensation Securities

During the year ended January 31, 2020, the Company did not grant any stock options to directors and NEOs nor did the Company re-price, cancel and replace or materially modify any compensation securities.

As of January 31, 2020, the directors and officers held stock options as follows:

Director / officer	Aggregate Number of Stock Options	% of Total Stock Options as of January 31, 2020
Patrick Anderson	450,000	7.0
Kenneth Armstrong	850,000	13.2
Alexandra Drapack	200,000	3.1
Don Njegovan	Nil	Nil
Grenville Thomas	700,000	10.9
Richard Williams	1,450,000	22.6
Matthew Hird	Nil	Nil
Owen Mihalop	500,000	7.8

Stock Option Plans and Other Incentive Plans

The Company has a "10% rolling" stock option plan (the "Plan") in place which was most recently approved by shareholders on August 29, 2019. The maximum aggregate number of common shares issuable pursuant to options awarded under the stock option plan and outstanding from time to time may not exceed 10% of the issued and outstanding common shares from time to time.

The purpose of the Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders.

Options will be exercisable over periods of up to five years as determined by the board of directors of the Company (the “**Board of Directors**” or the “**Board**”) and are required to have an exercise price not less than the closing market price of the Company's shares prevailing on the day that the option is granted. Under the Plan, the Board of Directors may from time to time authorize the grant of options to directors, officers, employees and consultants of the Company and its subsidiaries, or employees of companies providing management or consulting services to the Company or its subsidiaries.

The Plan provides that the directors have the discretion to impose vesting of options and that, unless otherwise specified by the directors, vesting will occur generally as to 20% on the grant date and 20% every three months thereafter becoming fully vested one-year from the date of grant. The number of shares which may be issued on exercise of options previously granted and those granted under the Plan is a maximum of 10% of the issued and outstanding shares of the Company at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant.

Any options granted pursuant to the Plan will terminate generally within 90 days of the option holder ceasing to act as a director, officer or employee of the Company, unless such cessation is on account of death. If such cessation is on account of death, the options terminate on the first anniversary of such cessation. Directors or officers who are terminated for failing to meet the qualification requirements of corporate legislation, removed by resolution of the shareholders, or removed by order of a securities commission or the TSX Venture Exchange (the “**Exchange**”) shall have their options terminated immediately. Employees or consultants who are terminated for cause or breach of contract, or by order of a securities commission or the Exchange shall have their options terminated immediately.

The Plan provides that if a change of control, as defined therein, occurs, all shares subject to option will immediately become vested and may thereupon be exercised in whole or in part by the option holder.

Employment, Consulting and Management Agreements

The Company has an employment agreement dated September 1, 2015 with Richard Williams, the Company's President and CEO, which provides for the payment of two times Mr. Williams' base salary in the event that Mr. Williams is terminated, without cause, or in the event of a change of control. Mr. Williams' annual base salary was increased by the Board of Directors from \$100,000 per annum to \$200,000 per annum during the year ended January 31, 2017. Had Mr. Williams been terminated without cause or as a result of a change in control on January 31, 2020, he would have been entitled to a payment of \$400,000.

The Company has an employment agreement dated May 14, 2018 with Matthew Hird, the Company's CFO, which provides for the payment of two times Mr. Hird's base salary in the event that Mr. Hird is terminated, without cause, or in the event of a change of control. Had Mr. Hird been terminated without cause or as a result of a change in control on January 31, 2020, he would have been entitled to a payment of \$309,834.

The Company has an employment agreement dated May 18, 2018 with Owen Mihalop, the Company's COO, which provides for the payment of two times Mr. Mihalop's base salary in the event that Mr. Mihalop is terminated, without cause, or in the event of a change of control. Had Mr. Mihalop been terminated without cause or as a result of a change in control on January 31,

2020, he would have been entitled to a payment of \$395,899. Mr. Mihalop's annual base salary is reviewed annually on January 31.

Oversight and Description of Director and Named Executive Officer Compensation

The Board of Directors was responsible for determining director compensation for the years ended January 31, 2020, 2019 and 2018. The directors did not receive any cash compensation for their services during these years but did receive grants of incentive stock options in October 2015, January 2017 and November 2017. At present, the Board does not have a formal process to determine director compensation.

The Board of Directors was also responsible for determining the compensation of the Company's NEOs for the years ended January 31, 2020, 2019 and 2018. The salaries for the NEOs were set at a level which reflected the Company's anticipated activity levels, the amount of time the NEO was expected to devote to the Company's affairs and within the context of the Company's financial resources.

None of the NEO's compensation was tied to any performance criteria or goals and a peer group was not used to determine compensation for the year ending January 31, 2020. No cash bonuses were awarded for the year ended January 31, 2020. It is the Company's practice to review compensation matters on an annual basis and to make adjustments as warranted by current or anticipated activity levels, with due consideration for the Company's financial position.

Pension Disclosure

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement of NEOs or directors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	6,425,000	\$0.15	2,251,859
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	6,425,000	\$0.15	2,251,859

INDEBTEDNESS TO COMPANY OF DIRECTORS AND EXECUTIVE OFFICERS

There has been no indebtedness of any current or former director, executive officer or employee, or associate of such persons, owing to the Company, its subsidiaries or another entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, either pursuant to an employee stock purchase program of the Company or otherwise, at any time since the

beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Management Proxy Circular.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed below or herein, no informed person, proposed nominee for election as a director of the Company, and no associate or affiliate of the foregoing persons, has or has had any material interest, direct or indirect, in any transaction since the beginning of the Company's most recently completed financial year or in any proposed transaction, which in either such case has materially affected or would materially affect the Company or any of the Company's subsidiaries.

An "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, the Company's voting securities or who exercises control or direction over the Company's voting securities or a combination of both carrying more than 10 percent of the voting rights attached to all the Company's outstanding voting securities other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company, if it has purchased, redeemed or otherwise acquired any of the Company's securities, so long as the Company holds any of its securities.

MANAGEMENT CONTRACTS

No management functions of the Company or any of its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or any subsidiary of the Company.

AUDIT COMMITTEE

The Audit Committee's Charter

Mandate

The primary function of the Audit Committee (the "**Audit Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- (a) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- (b) review and appraise the performance of the Company's external auditors.
- (c) provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Audit Committee shall be comprised of at least three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

Meetings

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- (a) Review and update the Audit Committee's Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board's Standard No. 1.

- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At least once per year, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, provided by the Company's external auditors. The Audit Committee has pre-approved non-audit services as follows:
 - i. non-audit services in the areas of preparation and filing of tax returns and statutory accounts to the value of \$50,000 in each financial year; and
 - ii. in the event of urgency, the chairman of the Audit Committee can pre-approve other non-audit services up to a limit of \$10,000.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

- (i) Review certification process.
- (j) Establish a "Whistleblower Policy" which will provide procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

Composition of the Audit Committee

The following directors are or were members of the Audit Committee during the year ended January 31, 2020:

Patrick F.N. Anderson ⁽³⁾	Independent ⁽¹⁾	Financially literate
Kenneth A. Armstrong ⁽²⁾	Independent ⁽¹⁾	Financially literate
Alexandra Drapack ⁽⁴⁾	Independent ⁽¹⁾	Financially literate

- (1) *As defined by National Instrument 52-110 - Audit Committees ("NI 52-110").*
- (2) *Mr. Armstrong served on the Audit Committee between February 1, and March 10, 2015 and from September 1, 2015 to the present.*
- (3) *Mr. Anderson has been a member of the Audit Committee since his election to the Board of Directors on September 22, 2016.*
- (4) *Ms. Drapack has been a member of the Audit Committee since her election to the Board of Directors on November 6, 2017.*

Relevant Education and Experience

Collectively, the members of the Audit Committee have considerable skill and professional experience in business, finance and accounting. Each current and former member of the Audit Committee currently serves either as a director or as an executive officer (or both) for publicly-traded companies that are similar to Strongbow. In this capacity, each member of the Audit Committee has had exposure to and gained an understanding of the accounting principles used by Strongbow to prepare its financial statements. In addition, each member of the Audit Committee has had experience with the types of accounting issues that affect the presentation of Strongbow's financial statements. The specific experience and education of each member that is relevant to the performance of his responsibilities as a member of the Audit Committee is set out below.

Patrick F.N. Anderson is the President, CEO and a director of Dalradian Resources Inc., a private gold development company, and previously served as the co-founder, President, CEO and a director of Aurelian Resources prior to its acquisition in 2008 by Kinross Gold Corporation. Mr. Anderson is an exploration geologist, entrepreneur and business executive with over 20 years of experience in the resource sector. Mr. Anderson also serves as the Lead Director of Osisko Mining Inc. He has been a member of the Audit Committee since 2016.

Kenneth A. Armstrong is the President, CEO and a director of North Arrow Minerals Inc. (TSX-V:NAR) and previously served as the Company's President and CEO from February 2005 to August 2015. Mr. Armstrong graduated from the University of Western Ontario with an Honours Bachelor of Science Degree (Geology) in 1992 and from Queen's University with a Master of Science Degree in Geology in 1995. He worked with a number of exploration and development companies including Diavik Diamond Mines Inc., Aber Resources Ltd. and Navigator Exploration Corp. Mr. Armstrong is also a registered Professional Geoscientist in Nunavut, Northwest Territories and Ontario.

Alexandra Drapack is a professional engineer with over 27 years of experience in managing mining and environmental projects in Canada and the USA, spanning operations, consulting and corporate office settings. Ms. Drapack graduated from the University of British Columbia with a Bachelor of Applied Science in Mining and Mineral Process Engineering, and also holds a Masters of Business Administration from Arizona State University. Ms. Drapack serves as Vice President, Environment Services & Sustainable Development for Osisko Mining Inc., where her portfolio includes health & safety, environment, and Aboriginal and community relations.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), Section 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), Section 6.1.1(5) (*Events Outside Control of Member*), Section 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "*Audit Committee – The Audit Committee's Charter – External Auditors*".

External Auditors Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees⁽¹⁾	All Other Fees
January 31, 2020	\$57,500	\$910	\$12,100	\$Nil
January 31, 2019	\$57,500	\$3,460	\$11,600	\$10,710

(1) "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning.

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 - *Corporate Governance Guidelines*, establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board of Directors considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore not all of these guidelines have been adopted. National Instrument 58-101 - *Disclosure of Corporate Governance*

Practices, mandates disclosure of corporate governance practices, which disclosure is set out below.

Independence of Members of Board

The Company's present Board consists of five (5) directors, four (4) of whom are independent based upon the tests for independence set forth in NI 52-110. Kenneth Armstrong, Patrick F.N. Anderson, Don Njegovan, and D. Grenville Thomas are independent. Mr. Thomas's sole position with the Company is Chairman of the Board and is considered to be independent under NI 52-110. Richard Williams is not independent as he has served as the President and CEO of the Company since September 1, 2015.

Management Supervision by Board

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis, as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. The independent directors are however able to meet at any time without any members of management including the non-independent directors being present. The independent directors meet from time-to-time with the Company's auditors without management being in attendance.

Participation of Directors in Other Reporting Issuers

The participation of the directors in other reporting issuers is described in the table provided under "*Election of Directors*" in this Management Proxy Circular.

Orientation and Continuing Education

The Board of Directors takes the following steps to ensure that all new directors receive orientation regarding the role of the Board, its committees and directors, and the nature and operations of the Company:

1. An assessment is made of the new director's set of skills and professional background. This allows the orientation to be customized to that director's needs since different information regarding the nature and operations of the Company's business will be necessary and relevant to each new director. Once this is determined, one or more of the existing directors, who may be assisted by the Company's management, provide the new director with the appropriate orientation through a series of meetings, telephone calls and other correspondence.
2. Technical presentations are conducted at most Board meetings to ensure that the directors maintain the skills and knowledge necessary for them to meet their obligations as directors of the Company.

All Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations.

Board members have full access to the Company's records.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board has responsibility for the

stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks. In addition, the Board is responsible for succession planning and the integrity of the Company's internal controls. The Board seeks to foster a culture of ethical conduct by striving to ensure that the Company conducts its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board:

1. Encourages management to consult with legal and financial advisors to ensure that the Company is in compliance with legal and financial requirements;
2. Is aware of the Company's continuous disclosure obligations and reviews prior to their distribution such material disclosure documents including, but not limited to, the interim and annual financial statements and management's discussion and analysis of the financial statements;
3. Relies on the audit committee to review and discuss the Company's systems of financial controls with the external auditor;
4. Actively monitors the Company's compliance with the Board's directives to ensure that all material transactions are reviewed and authorized by the Board before being undertaken by management;
5. Has adopted a "Whistleblower Policy" which establishes procedures for confidential, anonymous submission of any concerns which employees may have regarding questionable accounting or auditing matters;
6. Has adopted a written "Code of Business Conduct and Ethics" designed to promote integrity, and which establishes the standards and values which the Company expects its directors, officers and employees to follow in their dealings with stakeholders; and
7. Has adopted an "Anti-Bribery and Anti-Corruption Policy" to ensure that its directors, officers, employees and consultants adhere to anti-corruption laws affecting their activities.

In addition, the Board must comply with the conflict of interest provisions of the *Canada Business Corporations Act* (Canada) in addition to the relevant securities regulatory instruments and the rules and policies ("**TSX-V Rules**") of the TSX Venture Exchange ("**TSX-V**"), in order to ensure that the directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and persons with experience related to mineral exploration are consulted for possible candidates. At the Company's present stage of development, the Board does not believe that a separate nominating committee is required.

Compensation

The Board has responsibility for setting the compensation of the executive officers of the Company due to the small size of the Board and the Company's activity level. Directors who are not executive officers of the Company receive no compensation for their services other than the granting of incentive stock options from time to time in accordance with the Company's stock option plan. Please see "*Statement of Executive Compensation*" above for details.

Board Committees

During the year ended January 31, 2020, the Board had only the Audit Committee. For the year ended January 31, 2020, the Board determined that additional committees were not necessary at the Company's stage of development and current activity level.

Assessments

The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and the Audit Committee. Based on the Company's size, the number of individuals serving on the Board and on the Audit Committee, and the nature of the relationships among the Board members, the Board has determined that formal assessments are not required at the present time.

Diversity

The Board recognizes the benefits of a diversity of views on the Board, achieved through a diversity of knowledge, skills, competencies, experiences, race, gender, ethnicity, age, and culture. The Board, as currently comprised, includes a diversity of skills and experience in multiple areas, including mining, geology, and engineering.

Recommendations concerning director nominees are, foremost, based on merit, qualifications and performance, but diversity is also a consideration. Recognizing the potential benefits of diversity, where Board renewal or expansion of the Board is being considered, the Board will place an emphasis on identifying qualified candidates, and will prioritize gender diversity as well as others diverse in ethnicity, race, age, and culture, within the context of the knowledge, skills, competencies and experiences the Board requires.

The Board also recognizes the potential benefits of diversity, at the level of executive management, having direct responsibility for the day-to-day management of the Company. While diverse individuals are evaluated, directors, executive officers and employees will be recruited and/or promoted based upon merit, their respective abilities and contributions. Currently none of the three executive management positions in the Company are held by women. While merit, qualifications and performance are fundamental considerations in recruitment and appointment, the Board considers the level of gender diversity, together with the level of overall diversity in the Company, in executive management when making or approving appointments.

The Company's commitment to diversity generally, including gender diversity in the workforce, permeates from the Board down to local sites of operations. The Board acknowledges that having a diverse board and executive management structure may provide for improved employee retention and may better reflect the diversity of the communities the Company operates in.

Board and Executive Officer Diversity Policy

The Board has adopted a formal, written diversity policy relating to diversity, including gender diversity, among the Board, executive management and the general organization of the Company. The purpose of such policy is to promote an environment for the consideration of diversity of the Board and the composition of management. Under the policy, the potential benefits of a diverse leadership to the sustained success of the Company are recognized and the Board is tasked to consider, in its director nomination recommendations, an appropriate level of diversity, including gender diversity. Under the policy, the Board is responsible for identifying individuals qualified to become new Board members based on the "Guidelines for the Composition of the Board of Directors".

These Guidelines shall include a commitment for the Board to seek out highly qualified individuals diverse in gender, ethnicity, race, age, and culture to include in the pool from which board nominees are evaluated and chosen as and when required for board expansion or the normal renewal process of change.

The Board may consider setting targets, and making recommendations related thereto for consideration and approval of the Board, with respect to the diversity of the Board and executive management as and when determined appropriate given the size and stage of the Company.

Canada Business Corporations Act Requirements

The provisions of Bill C-25 regarding diversity on boards of directors and among senior management, as well as the associated regulations, were approved by Order in Council of the Government of Canada.

These provisions set out a requirement that all distributing corporations, as defined under the CBCA, which the Corporation is, for all annual meetings held on or after January 1, 2020, shall report on the representation of, at minimum, the following four groups:

- women;
- Indigenous peoples (First Nations, Inuit and Métis);
- persons with disabilities⁽¹⁾; and
- members of visible minorities⁽¹⁾ (collectively, know as the “**Designated Group**”).

(1) These terms are defined in the Employment Equity Act S.C. 1995, c. 44.

If all nominees proposed for election at the Meeting are elected, there will be no women on the Board. The Corporation has three executive officers, none of whom are part of the Designated Group.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until such person otherwise ceases to be a director. The five nominees for election as directors of the Company are current directors. The current Board consists of: Patrick F.N. Anderson, Kenneth A. Armstrong, Don Njegovan, D. Grenville Thomas and Richard D. Williams. The shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at five (5) for the next year, subject to any increases permitted by the Company’s Bylaws.

In the absence of instructions to the contrary, Management Proxyholders named in the enclosed Proxy will vote FOR the election of the nominees listed below. The Company is required to have an audit committee. Following the Meeting, it is anticipated that the Audit Committee will consist of Messrs. Anderson, Armstrong and Njegovan.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, and each other person whose term of office as a director will continue after the Meeting, is as follows:

Name, Jurisdiction of Residence and Position ⁽¹⁾	Principal Occupation or employment and, if not a previously elected director, occupation during the past 5 years ⁽¹⁾	Previous Service as a director	Number of Common Shares beneficially owned, or controlled or directed, directly or indirectly ⁽²⁾
D. GRENVILLE THOMAS Chairman & Director British Columbia, Canada	Chairman of the Company; Professional Engineer; Chairman and Director of North Arrow Minerals Inc.	Since May 2004	7,827,670 ⁽⁴⁾

Name, Jurisdiction of Residence and Position ⁽¹⁾	Principal Occupation or employment and, if not a previously elected director, occupation during the past 5 years ⁽¹⁾	Previous Service as a director	Number of Common Shares beneficially owned, or controlled or directed, directly or indirectly ⁽²⁾
PATRICK F.N. ANDERSON ⁽³⁾ Director Ontario, Canada	Geologist; President & CEO of Dalradian Resources Inc.	Since September 2016	133,333
KENNETH A. ARMSTRONG ⁽³⁾ Director British Columbia, Canada	Professional Geologist; President and CEO of North Arrow Minerals Inc.	Since July 2005	68,625
DON NJEGOVAN ⁽³⁾ Director Ontario, Canada	Chief Operating Officer at Osisko Mining Inc.	Since October 2018	200,000
RICHARD D. WILLIAMS President, CEO and Director British Columbia, Canada	Professional Geologist; President and CEO of the Company; CEO and Director of Winshear Gold Corp.	Since March 2015	910,000

(1) *The information as to province of residence and principal occupation, not being within the knowledge of the Company, has been individually furnished by the respective nominees.*

(2) *The number of shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at June 5, 2020 is based upon information furnished to the Company by individual directors and officers. Unless otherwise indicated, such shares are held directly.*

(3) *Member of the Audit Committee.*

(4) *Of these shares, 4,638,167 are held indirectly in the name of Anglo Celtic Exploration Ltd., a private company controlled by D. Grenville Thomas.*

All of the nominees reside in Canada.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

To the knowledge of the Company, no proposed director:

- (a) is, as at the date of this Management Proxy Circular, or has been, within 10 years before the date of this Management Proxy Circular, a director, chief executive officer ("**CEO**") or chief financial officer ("**CFO**") of any company (including the Company) that,
 - (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Management Proxy Circular, or has been within 10 years before the date of this Management Proxy Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal

under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (c) has, within the 10 years before the date of this Management Proxy Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The following directors of the Company hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Patrick F.N. Anderson	Osisko Mining Inc. CGL Buritica Limited O3 Mining Inc.
Kenneth A. Armstrong	North Arrow Minerals Inc.
Don Njegovan	Ascot Resources Ltd.
D. Grenville Thomas	North Arrow Minerals Inc. Westhaven Ventures Inc.
Richard D. Williams	Winshear Gold Corp.

Appointment of Auditors

Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia is the auditor of the Company. Davidson & Company LLP, Chartered Professional Accountants, has served as the auditor of the Company since 2003.

Unless the shareholder has specified in the enclosed form of proxy that the shares represented by such proxy are to be voted against the re-appointment of Davidson & Company LLP, Chartered Professional Accountants, Transaction Resolution, the Management Proxyholders named in the enclosed proxy intend to vote FOR the re-appointment of Davidson & Company LLP, Chartered Professional Accountants, as the Company's auditor to hold office for the ensuing year at remuneration to be fixed by the directors.

Approval and Ratification of Stock Option Plan

The Current Plan

At an Annual General and Special Meeting on September 22, 2016, the Company's shareholders approved a new stock option plan (the "**Plan**") which the Board of Directors adopted on August 17, 2016 and approved by the Company's shareholders at every subsequent Annual General Meeting. The Plan was updated to give effect to amendments to the TSX-V Rules in recent years.

The Plan is a “rolling” incentive stock option plan. The maximum aggregate number of common shares issuable pursuant to options awarded under the Plan and outstanding from time to time may not exceed 10% of the issued and outstanding common shares from time to time. A copy of the Plan will be available at the Meeting for review by shareholders. In addition, upon request, shareholders may obtain a copy of the Plan from the Company prior to the Meeting.

The purpose of the Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders.

Options will be exercisable over periods of up to five years as determined by the Board of Directors and are required to have an exercise price not less than the closing market price of the Company's shares prevailing on the day that the option is granted. Under the Plan, the Board of Directors may from time to time authorize the grant of options to directors, officers, employees and consultants of the Company and its subsidiaries, or employees of companies providing management or consulting services to the Company or its subsidiaries.

The Plan provides that the directors have the discretion to impose vesting of options and that, unless otherwise specified by the directors, vesting will occur generally as to 20% on the grant date and 20% every three months thereafter.

The number of shares which may be issued on exercise of options previously granted and those granted under the Plan is a maximum of 10% of the issued and outstanding shares of the Company at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant.

Any options granted pursuant to the Plan will terminate generally within 90 days of the option holder ceasing to act as a director, officer or employee of the Company, unless such cessation is on account of death. If such cessation is on account of death, the options terminate on the first anniversary of such cessation. Directors or officers who are terminated for failing to meet the qualification requirements of corporate legislation, removed by resolution of the shareholders, or removed by order of a securities commission or the Exchange shall have their options terminated immediately. Employees or consultants who are terminated for cause or breach of contract, or by order of a securities commission or the Exchange shall have their options terminated immediately.

The Plan provides that if a change of control, as defined therein, occurs, all shares subject to option will immediately become vested and may thereupon be exercised in whole or in part by the option holder.

Under the TSX-V Rules, all rolling stock option plans, which set the number of shares issuable under the plan at a maximum of 10% of the issued and outstanding shares, must be approved by shareholders on an annual basis.

Accordingly, at the Meeting, the Company's shareholders will be asked to consider and if thought appropriate, to pass a resolution in the following form:

"BE IT RESOLVED that the Company's Plan, pursuant to which directors may, from time to time, authorize the grant of stock options to directors, officers, employees and consultants of the Company and its subsidiaries, or employees of companies providing management or consulting services to the Company or its subsidiaries, to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding shares being reserved for

issuance under the Plan to any one person in any 12 month period be and is hereby approved and ratified.”

Unless the shareholder has specified in the enclosed form of proxy that the shares represented by such proxy are to be voted against the resolution to approve the Plan, the Management Proxyholders named in the enclosed proxy intend to vote FOR the approval and ratification of the Plan.

Approval of Change of Name

At the Meeting, the Shareholders will be asked to consider and, if thought advisable, to approve a special resolution in the form set out below to change the name of the Company from “Strongbow Exploration Inc.” to “Cornish Metals Inc.”. The name, Cornish Metals Inc., more appropriately reflects the location of the Company’s principal activities in the mining sector in Cornwall, United Kingdom.

The Company has notified the TSX Venture Exchange (“**TSXV**”) of the proposed change of name. Subject to Shareholder and TSXV approval of the change of name, it is expected that the common shares will commence trading on the TSXV under the new name at the opening of business two or three days subsequent to the effective date of the name change by the Company, subject to the receipt by the TSXV of the necessary documentation. The Board may determine not to implement the name change at any time after the Meeting and after receipt of necessary regulatory approvals, but prior to the issuance of a certificate of amendment, without further action on the part of the Shareholders. Following the name change, share certificates of “Strongbow Exploration Inc.” will remain valid and Shareholders will not be required to surrender and exchange their share certificates for share certificates with the new name of the Company. Should the Shareholder wish to exchange their existing share certificate in Strongbow Exploration Inc. to a new share certificate for Cornish Metals Inc., they may do so by following the instructions on the Letter of Transmittal which will be mailed to them after the change of name becomes effective. The name change will not, by itself, affect any of the rights of Shareholders.

Shareholders will be asked at the Meeting to consider and, if deemed advisable, to pass, with or without variation, the following special resolution (the “**Name Change Resolution**”):

“BE IT RESOLVED, AS A SPECIAL RESOLUTION THAT:

1. *the Company is authorized to file articles of amendment pursuant to the Canada Business Corporations Act (the “**CBCA**”) to change its name from “Strongbow Exploration Inc.” to “Cornish Metals Inc.”, or such other name that the board of directors of the Company (the “**Board**”) deems appropriate and as may be approved by the regulatory authorities (including the TSX Venture Exchange), if the Board considers it to be in the best interests of the Company to implement such a name change;*
2. *any director or officer of the Company be and is hereby authorized and directed to execute and deliver, or cause to be delivered, articles of amendment pursuant to the CBCA, and to do and perform all such acts and things, sign such documents and take all such other steps as, in the opinion of such director or officer, may be considered necessary or desirable to carry out the purpose and intent of this resolution; and*
3. *notwithstanding that this resolution has been duly passed by the Shareholders of the Company, the Board is hereby authorized and empowered, if it decides not to proceed with the Name Change Resolution, to revoke this resolution in whole or in part at any time prior to it being given effect without further notice to, or approval of, the Shareholders of the Company.”*

To be effective, the Name Change Resolution must be approved by not less than two-thirds of the votes cast on the Name Change Resolution by holders of common shares present in person or represented by proxy at the Meeting in accordance with the provisions of the CBCA.

The Board unanimously recommends that Shareholders vote in favour of the Name Change Resolution. **Unless the shareholder has specified in the enclosed form of proxy that the shares represented by such proxy are to be voted against the Name Change Resolution, the Management Proxyholders named in the enclosed proxy intend to vote FOR the Name Change Resolution.**

MISCELLANEOUS

No person is authorized to give any information or to make any representation not contained in this Management Proxy Circular and, if given or made, such information or representation should not be relied upon as having been authorized by Strongbow or our directors and officers. This Management Proxy Circular does not constitute an offer to sell, or a solicitation of an offer to acquire, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or proxy solicitation.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at Suite 580, 625 Howe Street, Vancouver, British Columbia, V6C 2T6, Telephone: (604) 210-8752, to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR (www.sedar.com).

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the Management Proxyholders named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

Shareholder proposals must be submitted no later than April 27, 2021 to be considered for inclusion in next year's Management Proxy Circular for the purposes of the 2021 annual general meeting of shareholders.

The Board of Directors of the Company has approved the contents and sending of this Management Proxy Circular.

DATED this 5th day of June, 2020.

/s/ "R. Williams"

RICHARD WILLIAMS

President, CEO & Director