

# CornishMetals

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## NOTICE-AND-ACCESS NOTIFICATION

You are receiving this notification as Cornish Metals Inc. (the “**Company**”) is using the “notice-and-access” procedures under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**Notice-and-Access**”) to deliver its 2022 Management Proxy Circular (“**Management Proxy Circular**”), audited consolidated financial statements for the year ended January 31, 2022 and proxy-related materials (collectively, the “**Meeting Materials**”) relating to the annual general and special meeting of the shareholders of the Company to be held in a virtual-only format conducted via live audio teleconference on **Thursday, July 28, 2022 at 9:00 a.m. (Vancouver time) and 5:00 p.m. (London time)** (the “**Meeting**”).

Notice-and-Access procedures allow the Company to send shareholders paper copies of a notice of meeting and form of proxy, voting instruction form (“**VIF**”), or form of instruction, as applicable, while providing shareholders access to electronic copies of the Meeting Materials over the internet or the option to receive paper copies of the Meeting Materials if they so request. The electronic delivery of materials is more environmentally friendly and reduces printing and mailing costs.

At the Meeting, the shareholders will be asked to consider and vote on the following:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended January 31, 2022 and the auditor’s report thereon;
2. to fix the number of directors at eight (8) (which is more fully described in the Management Proxy Circular under “Election of Directors” at page 34);
3. to elect directors for the ensuing year (which is more fully described in the Management Proxy Circular under “Election of Directors” at page 34);
4. to appoint the auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor (which is more fully described in the Management Proxy Circular under “Appointment of Auditors” at page 37);
5. to consider and, if thought fit, to pass an ordinary resolution to approve amendments the Company’s “rolling” stock option plan (which is more fully described in the Management Proxy Circular under “Approval of Amended and Restated Stock Option Plan” at page 37);
6. to consider and, if thought fit, to pass an ordinary resolution to authorize the directors to allot shares in the Company and to grant rights to subscribe for or convert any security into shares of the Company (which is more fully described in the Management Proxy Circular under “Authorization of directors to allot shares” at page 38);
7. to consider and, if thought fit, to pass an extraordinary resolution to authorize the directors to allot certain equity securities for cash without first having to offer them on a pre-emptive basis to existing shareholders (which is more fully described in the Management Proxy Circular under “Authorization of directors to allot shares” at page 38); and
8. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

**Shareholders are reminded to carefully review the Management Proxy Circular prior to voting at the Meeting to ensure that they understand the procedures required to be followed to attend and participate in the Meeting virtually via live audio teleconference, the matters to be voted upon and to vote their shares accordingly.**

### Requests for Paper Copies

Shareholders of the Company may request paper copies of the Meeting Materials to be sent to them by mail at no charge. If your request is made before the date of the Meeting, the Meeting Materials will be sent to you within three business days of your request. If the request is made on or after the date of the Meeting, the Meeting Materials will be sent to you within ten calendar days of your request.

In order to allow reasonable time for a shareholder to receive and review a paper copy of the Meeting Materials prior to the Meeting, we estimate that any shareholder wishing to request a paper copy of the Meeting Materials should submit such request on or before Monday, July 18, 2022 by contacting the Company at Suite 960, 789 West Pender Street, Vancouver, British Columbia, V6C 1H2, Telephone: (604) 668-8355, Toll Free: +1 877 315-0580. Requests for paper copies of the Meeting Materials may be made up to one year from the date the Management Proxy Circular was filed on SEDAR.

### Completion and Return of Proxy, Form of Instruction or VIF

If you are a registered shareholder you will have received a form of proxy with this notification. If you are a non-registered shareholder and hold your shares as depositary interests through Computershare Company Nominees Ltd., as depositary (the “**Depository**” and such non-registered shareholders, “**Depository Interest Holders**”) you will have received a form of instruction with this notification. If you are a non-registered shareholder and not a Depository Interest Holder, you will have received a VIF with this notification or from your intermediary.

<b>Registered Shareholders</b>	<b>Non-Registered Shareholders</b>
Your completed form 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, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 or by Fax 1-866-249-7775 no later than <b>9:00 a.m. (Vancouver time)</b> and <b>5:00 p.m. (London time)</b> on <b>July 26, 2022</b> (or if the Meeting is adjourned or postponed, not less than 48 hours before the time and date of the adjourned or postponed Meeting).	<b>Depository Interest Holders</b> Your completed Form of Instruction must be returned by mail using the enclosed envelope, or by courier or hand delivery to the office of Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom no later than <b>5:00 p.m. (London time)</b> on <b>July 22, 2022</b> .  Alternatively, Depository Interest Holders may instruct the Depository on how to vote by utilizing the CREST electronic voting service as explained under the heading “ <i>CREST Voting Instructions</i> ” in the Management Proxy Circular.

### Access to Meeting Materials Online

The Meeting Materials have been posted and can be viewed online under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company’s website at [www.cornishmetals.com](http://www.cornishmetals.com).

### Questions

If you have any questions on the Notice-and-Access procedures, please contact the Company’s registrar and transfer agent, Computershare Investor Services Inc., at 1-866-964-0492.

DATED at Vancouver, British Columbia, this 20<sup>th</sup> day of June, 2022.

### BY ORDER OF THE BOARD OF DIRECTORS

“/s/ R. Williams”  
Richard Williams  
President, CEO & Director