



**MANAGEMENT DISCUSSION AND ANALYSIS
for the Three Months ended March 31, 2020
(including Subsequent Events to June 4, 2020)**

The following discussion and analysis of the results of operations and financial condition of Strategic Metals Ltd. (“Strategic”) for the three months ended March 31, 2020 should be read in conjunction with the Strategic audited consolidated financial statements and related notes for the twelve months ended December 31, 2019 and the unaudited consolidated interim financial statements for three months ended March 31, 2020. All Strategic financial statements are prepared in accordance with the International Financial Reporting Standards (“IFRS”).

The financial statements include the accounts of Rockhaven Resources Ltd. (“Rockhaven”), GGL Resources Corp. (“GGL”) and Terra CO₂ Technologies Ltd. (“Terra”), the subsidiaries of Strategic (collectively, the “Subsidiary Companies”). The discussions that follow on overall performance, summary financial information, results of operations, liquidity and capital resources and related party transactions, include amounts for Strategic and the Subsidiary Companies, where appropriate.

The discussion in this management discussion and analysis (“MD&A”) related to mineral properties does not include the mineral properties owned by Rockhaven or GGL. The amounts presented for options and warrants do not include options or warrants of the Subsidiary Companies. The value of Strategic’s equity portfolio disclosed herein does not include the value of Strategic’s shareholdings in Rockhaven or GGL.

The common shares of Rockhaven and GGL are listed on the TSX Venture Exchange (the “Exchange”) and both companies file separate financial statements. Terra is currently a private British Columbia company of which Strategic is the majority shareholder.

Management is responsible for the preparation and integrity of Strategic’s financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and the MD&A is complete and reliable.

Financial statements, MD&A and all other continuous disclosure documents pertaining to Strategic are filed with Canadian securities regulators and are available for review under the Strategic Metals Ltd. profile at www.sedar.com.

FORWARD LOOKING STATEMENTS

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward-looking statements are usually identified by Strategic’s use of

certain terminology, including “will”, “may”, “expects”, “should”, “anticipates” or “intends” or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause Strategic’s actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements.

Forward-looking statements are statements that are not historical facts, and include but are not limited to, estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to the effectiveness of the Strategic business model; future operations, products and services; the impact of regulatory initiatives on Strategic operations; the size of and opportunities related to the market for Strategic products; general industry and macroeconomic growth rates; expectations related to possible joint or strategic ventures; and statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of Strategic. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the actual results may vary materially from those expected, estimated or projected. Forward-looking statements in this MD&A are dependent upon future events or circumstances and those future events or circumstances may not occur. Given these uncertainties, the reader of the information included herein is cautioned not to place undue reliance on such forward-looking statements.

DESCRIPTION OF BUSINESS

Strategic is listed on the Exchange as a Tier 1 company. It is primarily in the business of exploring for metals and minerals but also makes selective investments in other resource companies. Strategic has no producing operations.

Strategic operates primarily under the project generative business model. It researches and acquires quality mineral exploration projects, advances those projects to a drill ready stage and then options or sells such projects to other parties when market conditions are suitable. By optioning or selling interests in its projects to third parties, Strategic recaptures some or all of its acquisition and early stage exploration expenditures and reduces its exposure to the costs and risks associated with drill stage mineral exploration. In consideration, Strategic receives cash payments and/or shares in the capital of the company acquiring the project. Strategic sometimes retains an equity interest in an optioned project but most often retains a royalty interest in any future production of minerals and metals from the project. Strategic occasionally drills a wholly-owned project at its own cost where the potential benefits of a mineral discovery appear to significantly outweigh the exploration risks.

As a project generator, Strategic has assembled over 100 wholly-owned mineral properties in Yukon Territory, British Columbia and western Northwest Territories. A list of the Strategic projects and the specific properties that comprise those projects is set out in Schedule “A” to this MD&A. For cost accounting purposes, properties are allocated to specific projects based on geological similarities and geographic location.

Nearly all of these properties have accumulated exploration assessment credits sufficient to keep them in good standing significantly beyond the end of 2020. Only nine of Strategic’s mineral properties are subject to underlying royalty interests and only two are subject to any option or

advance royalty payments to any party. The mineral properties collectively host a widely diverse suite of mineral exploration targets. See “Research, Property Transactions and Exploration” for additional information.

Strategic also actively manages an equity portfolio comprised of: (i) shares received as consideration under various property option and sale transactions; and (ii) shares purchased in other resources companies, based on internal market research. These equity investments are closely monitored and managed in accordance with internal investment policies. See “Financial Transaction Committee” and “Investment Committee” for additional information.

The Subsidiary Companies all operate independently of Strategic. Rockhaven is actively exploring its wholly-owned Klaza gold-silver project, located in the central Yukon. GGL is engaged in diamond exploration on a number of projects located in the Lac de Gras area of the Northwest Territories. GGL is also exploring for gold and copper on its McConnell Creek project in central British Columbia. Terra is researching patented technology related to CO₂ sequestration and the treatment of acid mine drainage, and is developing technologies related to geopolymer binders used in the production of concrete for construction purposes and the storage of industrial wastes. See “Terra CO₂ Technologies Ltd.” for additional information.

OVERALL PERFORMANCE

On March 11, 2020, the World Health Organization recognized the novel coronavirus (“COVID-19”) as a global pandemic. Strategic is currently evaluating the impact of the outbreak of COVID-19, which could create significant uncertainty for Strategic and its operations. All jurisdictions in Canada in which Strategic operates are asking people to self-isolate or practice social distancing to try to control the spread of the virus. Current measures include limitations on the movement of people and the closure of non-essential businesses. Strategic management and contractors are currently working remotely wherever possible and self-monitoring for signs of infection.

As of June 4, 2020, Strategic had no debt and had sufficient working capital to cover anticipated administrative overhead costs through 2020. Strategic also had sufficient funds to cover costs related to its generative research, property evaluation and acquisition, and property exploration through 2020. See “Risks and Uncertainties” and “Liquidity and Capital Resources” for additional information.

Based on the restricted nature of Strategic’s business activities, it does not qualify for the various government wage and loan subsidies related to temporary COVID-19 relief measures in Canada.

SELECTED ANNUAL INFORMATION

	December 31, 2019	December 31, 2018	December 31, 2017
Revenues	Nil	Nil	Nil
Net Income (Loss) attributable to owners	(\$1,786,723)	(\$5,186,228)	(\$2,827,206)
Net Income (Loss) per Share - Basic/Diluted	(\$0.02)	(\$0.06)	(\$0.03)
Total Assets	\$80,173,877	\$74,279,437	\$80,321,537
Total Long-term Financial Liabilities	Nil	Nil	Nil
Cash Dividends Declared per Share	Nil	Nil	Nil

Total assets increased by \$5,894,440 from \$74,279,437 in 2018 to \$80,173,877 in 2019. The increase was mainly due to an increase in mineral property interests of approximately \$2,873,000, an increase in marketable securities of approximately \$1,423,000, an increase in long term investment of approximately \$1,000,000, an increase in cash and cash equivalents of approximately \$489,000 and an increase in receivables and prepayments of approximately \$141,000.

This overall increase was partially offset by a decrease in prepaid exploration expenditures of approximately \$102,000.

SUMMARY FINANCIAL INFORMATION (for the eight quarters ended March 31, 2020)

The following table shows the results for the last quarter compared to those from the previous seven quarters.

Period Ending	Revenues	Net Income (Loss) attributable to owners	Basic Net Income (Loss) per Share
March 31, 2020	Nil	(3,805,983)	(\$0.04)
December 31, 2019	Nil	(\$390,947)	(\$0.00)
September 30, 2019	Nil	(\$372,080)	(\$0.00)
June 30, 2019	Nil	(\$929,647)	(\$0.01)
March 31, 2019	Nil	(\$94,049)	(\$0.00)
December 31, 2018	Nil	(\$1,090,592)	(\$0.01)
September 30, 2018	Nil	(\$1,697,192)	(\$0.02)
June 30, 2018	Nil	(\$1,266,675)	(\$0.01)

RESULTS OF OPERATIONS

Strategic's share of net loss increased by approximately \$3,712,000 for the three months ended March 31, 2020 compared to the three months ended March 31, 2019. The increase is due mainly to an increase in Strategic's marketable securities losses by approximately \$4,023,000 and an increase in share-based payments by approximately \$283,000. The overall increase in Strategic's share of net losses was partially offset by an increase in deferred income tax recovery of approximately \$545,000 and a net decrease in other expenses of approximately \$49,000.

LIQUIDITY AND CAPITAL RESOURCES

(a) Working Capital

Strategic had working capital in the amount of \$14,398,772 at March 31, 2020 compared to \$16,466,903 at March 31, 2019. Working capital consists mainly of consolidated cash and cash equivalents and the value of securities owned by Strategic in a number of junior resource companies, excluding Rockhaven and GGL.

(b) Equity Portfolio

Strategic currently holds securities in approximately 30 other junior resource companies. Although most of the securities in Strategic's equity portfolio are not subject to any trading restriction, their values can fluctuate widely and at times market liquidity is limited. See "Major Shareholdings in Other Companies" and "Risks and Uncertainties" for additional information.

(c) Private Placement

On July 22, 2019, Strategic closed a private placement comprised of the following securities:

- 5,128,206 flow-through units at a price of \$0.39 per unit. Each flow-through unit consisted of one flow-through common share and one-half of a share purchase warrant. Each whole warrant entitles the holder to purchase one additional Strategic common share at a price of \$0.40 until July 22, 2021; and
- 2,000,000 non-flow-through units at a price of \$0.30 per unit. Each non-flow-through unit consisted of one common share and one-half of a share purchase warrant. Each whole warrant entitles the holder to purchase one additional Strategic common share at a price of \$0.40 until July 22, 2021.

The proceeds from the sale of the flow-through units totalled \$2,000,000 and were used to finance the 2019 exploration program. The proceeds from the sale of the non-flow-through units were \$600,000 and were used as general working capital.

Aggregate cash finders' fees of \$34,278 and 122,422 finders' warrants were issued as part of the closing of the private placement. The finder's warrants have the same exercise terms as the warrants attached to the placement units.

Major Shareholdings in Other Companies

Through direct investment or as a result of mineral property transactions, Strategic has acquired significant equity holdings in the following companies:

(a) Rockhaven

As of June 4, 2020, Strategic held a total of 68,070,212 Rockhaven shares, representing 36.28% of the 187,635,593 issued Rockhaven share capital. These shares had a market value of approximately \$7.15 million on that date.

The total value of marketable securities shown in Strategic's financial statements excludes the value of its Rockhaven holdings. Certain officers and directors of Strategic are also officers and directors of Rockhaven.

(b) GGL

On May 15, 2020, Strategic completed a private placement in GGL pursuant to which it acquired 2,000,000 GGL common shares at a price of \$0.05 per share. Following the placement and as of June 4, 2020, Strategic held a total of 13,562,500 shares of GGL, representing approximately 46.31% of the 29,286,722 issued and outstanding common shares of GGL. These shares had a market value of approximately \$1,085,000 on that date. All GGL shares held by Strategic are for investment purposes.

The total value of marketable securities shown in Strategic's financial statements excludes the value of its GGL holdings. Certain officers and directors of Strategic are also officers and directors of GGL. The majority of the directors of GGL are independent of the Strategic board of directors.

(c) ATAC Resources Ltd. ("ATAC")

As of June 4, 2020, Strategic held a total of 9,459,636 shares of ATAC, representing approximately 5.99% of the 158,035,720 issued and outstanding common shares of ATAC. These shares had a market value of approximately \$2.09 million on that date. All ATAC shares held by Strategic are for investment purposes.

Certain officers and directors of Strategic are also officers and directors of ATAC.

(d) Silver Range Resources Ltd. ("Silver Range")

On May 26, 2020, Strategic completed a private placement in Silver Range pursuant to which it acquired 2,000,000 Silver Range units at a price of \$0.08 per unit. Each unit consisted of one common share and one share purchase warrant entitling Strategic to purchase additional Silver Range common shares at a price of \$0.16 per share at any time prior to May 26, 2022. Following the placement and as of June 4, 2020, Strategic held a total of 15,263,673 shares of Silver Range, representing approximately 18.69% of the 81,686,040 issued and outstanding common shares of Silver Range.

These shares had a market value of approximately \$2.29 million on that date. All Silver Range Resources securities are held by Strategic for investment purposes.

Certain officers and directors of Strategic are also officers and directors of Silver Range.

(e) Precipitate Gold Corp. (“Precipitate”)

As of June 4, 2020, Strategic held 21,005,827 common shares of Precipitate, representing approximately 19.86% of the 105,751,031 issued and outstanding Precipitate common shares. These shares had a market value of approximately \$2.42 million as of that date. All Precipitate securities are held by Strategic for investment purposes.

Precipitate operates independently of Strategic and there are no common officers or directors between the two companies. Precipitate is not a subsidiary of Strategic.

(f) Trifecta Gold Ltd. (“Trifecta”)

As of June 4, 2020, Strategic held 3,216,318 common shares of Trifecta, representing approximately 8.62% of the 37,317,857 issued and outstanding Trifecta common shares. These shares had a market value of approximately \$96,500 as of that date. All Trifecta securities are held by Strategic for investment purposes.

Strategic has also agreed to purchase an additional 840,000 Trifecta common shares as part of an ongoing 8,000,000 Trifecta private placement. The placement will likely close in early June of 2020. Assuming the full 8,000,000 shares are sold, Strategic will hold 4,056,318 Trifecta common shares, representing approximately 8.95% of the 45,317,857 commons shares then issued and outstanding.

Although certain officers and directors are common to both companies, the majority of the Trifecta directors are independent of the Strategic board of directors.

OFF-BALANCE SHEET ARRANGEMENTS

Strategic does not utilize off-balance sheet arrangements.

ROYALTY INTERESTS

Strategic currently holds royalty interests in eight mineral properties, namely the Hyland Gold, REE, Cord, Has, Teach, Gram, Reef and Li properties. A detailed discussion regarding most of these royalty interests is not presented in this MD&A as these mineral projects are relatively inactive at the present time.

CORPORATE PLANS AND POLICIES

Share Buy-Back Plan

In January 2008, Strategic implemented the first of a series of Normal Course Issuer Bids (each a “Buy-back Plan”) pursuant to the provisions of Exchange Policy 5.6. The current Buy-back Plan commenced on December 3, 2019 and will expire on December 2, 2020. The Buy-back Plan

will be renewed once the current plan expires. Under the current Buy-back Plan, Strategic is entitled to purchase that number of its common shares equal to 10% of the current “public float” (shares not held by insiders, associates or affiliates of Strategic).

At management’s discretion, unallocated working capital may be used to purchase Strategic shares. No shares have been purchased under the current Buy-back Plan. Since January 2008, a total of 7,044,000 shares have been purchased under all Buy-back Plans.

Shareholder Rights Plan

At the September 13, 2017 annual general and special meeting, Strategic shareholders reconfirmed a shareholder rights plan, designed to provide Strategic shareholders with full and fair value in the event of a possible take-over bid for its common shares. The original rights plan was ratified by Strategic shareholders at the July 11, 2014 annual general and special meeting. The full text of the rights plan is available under the Strategic profile at www.sedar.com.

Advance Notice Policy

On October 21, 2013, Strategic shareholders adopted an advance notice policy (the "Policy"), which among other things, requires advance notice to Strategic in circumstances where nominations of persons for election to the board of directors are made by shareholders of Strategic. The full text of the Policy is available under the Strategic profile at www.sedar.com.

Financial Transaction Committee

In July 2011, Strategic established a financial transaction committee (the “Transaction Committee”) which is authorized to undertake transactions valued between \$2 million and \$10 million. Financial transactions with values of less than \$2 million are dealt with by Strategic management in the ordinary course of business. Transactions with a value in excess of \$10 million require formal approval by the board of directors.

The Transaction Committee consists of three board members appointed by the Strategic board of directors. Additional non-board members may also be appointed. Decision making authority is restricted to the three board members of the committee. Non-board members act in an advisory capacity only. In addition to the dollar value, all transactions undertaken by the Transaction Committee must comply with the specific parameters set out in the July 2011 mandate document.

Investment Committee

In November 2008, Strategic established an investment fund (the “Fund”) through which it buys and sells the shares of other resource companies, based on Strategic’s market research. The Fund is managed by a three-member investment committee (the “Investment Committee”). The activities of the Investment Committee are carried out in accordance with a set of formal investment guidelines.

Although the Investment Committee is authorized to reinvest any gains made within the Fund, Strategic’s original working capital exposure within the Fund may not exceed \$2 million.

TRANSACTIONS WITH RELATED PARTIES

Management

The following figures are consolidated and include the accounts of Rockhaven, GGL and Terra. During the three months ended March 31, 2020, legal fees and disbursements totalling \$24,585 were incurred with a personal law corporation controlled by Glenn R. Yeadon (“Yeadon”), the Secretary and a director of Strategic, compared to \$16,263 incurred during the three months ended March 31, 2019.

The following figures are consolidated and include the accounts of Rockhaven, GGL and Terra. During the three months ended March 31, 2020, \$25,635 in accounting fees were incurred with Donaldson Brohman Martin, Chartered Professional Accountants, compared to \$20,000 incurred during the three months ended March 21, 2019.

The following figures are consolidated and include the accounts of Rockhaven. During the three months ended March 31, 2020, management fees totalling \$21,000 were paid to Ian Talbot, Strategic’s Chief Operating Officer, compared to \$21,000 paid during the three months ended March 31, 2019.

During the three months ended March 31, 2020, advisory fees totalling \$3,000 were paid to Bruce Kenway (“Kenway”), a director of Strategic, compared to \$3,000 paid during the three months ended March 31, 2019.

During the quarter ended March 31, 2020, fees for management services totalling \$29,475 were paid to Drechsler Consulting Ltd. (“Drechsler”), a private British Columbia corporation controlled by Richard Drechsler, the Vice-President of Communications of Strategic, compared to \$29,340 paid during the three months ended March 31, 2019.

Archer Cathro

The following figures are consolidated and include the accounts of Rockhaven, GGL and Terra. During the three months ended March 31, 2020, \$350,841 in costs related to mineral property acquisition, exploration and evaluation, management, office rent and administration were billed by Archer Cathro compared to \$341,662 billed by Archer Cathro during the three months ended March 31, 2019.

Archer Cathro is a private geological consulting firm with offices in Vancouver and Squamish, British Columbia and Whitehorse, Yukon. Douglas Eaton is a director of Archer Cathro and a director of each of Strategic, GGL and Terra.

Douglas Eaton is not an employee of Strategic or the Subsidiary Companies and does not receive any salary, bonuses or benefits directly from Strategic or the Subsidiary Companies other than by way of incentive stock options. Mr. Eaton receives indirect compensation from Strategic and the Subsidiary Companies through his interest in Archer Cathro. This indirect compensation depends on Archer Cathro’s profitability and is highly variable, because of the cyclical nature of the mineral exploration industry. Archer Cathro’s profits are only partially derived from the exploration activities of Strategic and the Subsidiary Companies and are strongly influenced by the amount of work it does on behalf of other companies and capital outlays it must make to

sustain its business. Mr. Eaton's interest in Archer Cathro has varied between 20 and 100% at various times since he became a partner in 1981 and he currently holds a minority interest.

Archer Cathro does not: (i) own any shares or warrants of Strategic or the Subsidiary Companies; or (ii) hold any interests or royalties relating to any of the mineral properties of Strategic or the Subsidiary Companies. The majority of the mineral properties owned by Strategic and the Subsidiary Companies are registered in the name of Archer Cathro and are held by Archer Cathro as bare trustee for the applicable company under the terms of various trust indentures. In addition to holding legal title to mineral properties for Strategic and the Subsidiary Companies, Archer Cathro provides the following administrative services related to the applicable mineral properties: (i) mineral tenure management; (ii) the filing of annual assessment reports; and (iii) the management of land use (exploration) permits.

None of Strategic or the Subsidiary Companies has any contractual obligation to use Archer Cathro's exploration or administrative services and Archer Cathro's continued engagement depends entirely upon the approval of the board of directors of Strategic, Rockhaven or GGL, as applicable. Exploration and administrative activities conducted by Archer Cathro are designed and monitored by the senior management of Strategic, Rockhaven or GGL, as applicable, and are approved by the applicable company's board of directors (the majority of whom are independent of management). Formulation of exploration programs begins with a review of previous exploration results and assessment needs by management of the applicable company, who then instruct Archer Cathro geologists to prepare draft exploration programs and budgets, which are submitted to management for review and, where necessary, revised before final proposals are taken to the applicable company's board of directors for consideration and approval.

The exploration and administrative fees paid by Strategic to Archer Cathro are based on a schedule of fees prepared by Archer Cathro and agreed to in advance by Strategic. These fees are periodically reviewed by Strategic management and independent members of Strategic's board of directors to ensure that the fees are at or below industry standard rates.

Included in the fees paid to Archer Cathro for the three months ended March 31, 2020 is rent for furnished space in Archer Cathro's Vancouver office. Office rental fees are charged on a month-to-month basis with no ongoing contractual obligation on the part of Strategic or any of the Subsidiary Companies to continue to occupy current office space. The monthly office rental individually paid by Strategic and each of the Subsidiary Companies amounts to less than 20% of Archer Cathro's monthly lease costs for its Vancouver office. The rental payments and administrative fees also entitle Strategic and the Subsidiary Companies to use space in Archer Cathro's Squamish office and its Whitehorse office, warehouse and storage compound, at no additional cost to any of the companies.

The ongoing relationship between Archer Cathro and Strategic includes access to Archer Cathro's proprietary exploration data base. This data base has been assembled by Archer Cathro over its 55 years of operation. Strategic does not pay Archer Cathro for access to the data base and such data is made available on a voluntary, goodwill basis by Archer Cathro. Archer Cathro is paid for the time its geologists spend researching the data, but it and its geologists do not receive any cash bonuses, shares or royalty interests as compensation for access to the data base or for the identification of attractive exploration targets that result from the data base research. Most of the current mineral properties held by Strategic were acquired on the basis of research done by Archer Cathro geologists.

Although much of the exploration work done by Strategic and Rockhaven is conducted by Archer Cathro, there is no contractual obligation that Archer Cathro be used. In many instances, Strategic, the Subsidiary Companies and companies that have optioned mineral properties from Strategic have used other consulting groups to conduct exploration on their behalf.

RISKS AND UNCERTAINTIES

In conducting its business, Strategic faces a number of risks and uncertainties related to the mineral exploration and technologies industries. Some of these risk factors include risks associated with land title, patents, research, exploration and development, government and environmental regulations, permits and licenses, competition, fluctuating metal prices, the requirement and ability to raise additional capital through future financings and price volatility of publicly traded securities.

(a) Title Risks

Although Strategic, Rockhaven and GGL has each exercised due diligence with respect to determining title to the properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Third parties may have valid claims underlying portions of property interests held by Strategic, Rockhaven or GGL. Mineral claims, permits or tenures may be subject to prior unregistered agreements or transfers or to First Nations issues. Title to the claims, permits or tenures comprising the properties held by Strategic, Rockhaven or GGL may also be affected by undetected defects. If a title defect exists, it is possible that Strategic, Rockhaven or GGL, may lose all or part of its interest in the property to which such defect relates.

(b) Technology Risks

Terra has been issued patents for its technology in Canada, the United States, Australia and the European Union. It has also applied for additional patents related to its geopolymer technology. Although Terra conducts its research under conditions of strict confidentiality, there can be no assurances or guarantees that similar or comparable technologies will not be independently developed by third parties. In additions, patent protection cannot be guaranteed as certain international jurisdictions may not recognize or enforce Terra's intellectual property rights.

(c) Exploration and Development

Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, but not limited to, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.

(d) Environmental Regulations, Permits and Licenses

The operations of Strategic and the Subsidiary Companies may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings

disposal areas that would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental and socio-economic impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for noncompliance are more stringent.

Strategic's operations are carried out in accordance with various permits including, but not limited to, surface use, surface disturbance and water use. Permits are issued by the provincial, territorial or municipal agency having jurisdiction over the matter for which a permit is sought. The issuance of an applicable permit is not guaranteed and Strategic's operations may be delayed, suspended or prohibited from commencing if the necessary permits cannot be obtained in a timely manner or at all.

(e) Competition

The mineral exploration industry is intensely competitive in all its phases, and Strategic and each of the Subsidiary Companies competes with other companies, some of which have greater financial and technical resources. Competition could adversely affect the ability of Strategic or any of the Subsidiary Companies to acquire suitable properties or prospects in the future.

(f) Fluctuating Metal and Mineral Prices

Factors beyond the control of Strategic have a direct effect on global metal and mineral prices, which can fluctuate widely. Consequently, the economic viability of any of exploration projects held by Strategic, Rockhaven or GGL, and that company's ability to finance the development of a project cannot be accurately predicted and may be adversely affected by fluctuations in metal and mineral prices.

(g) Future Financings

The continued operation of Strategic and the Subsidiary Companies will be dependent in part upon the ability of each to generate operating income and to procure additional financing. Historically, Strategic and the Subsidiary Companies have obtained much of their income through equity financing.

Fluctuations of global equity markets can have a direct effect on the ability of exploration companies to finance project acquisition and development through the equity markets. There can be no assurance that funds from Strategic's current, non-equity financing related revenue sources can be maintained or that other forms of financing can be obtained at a future date. Failure to obtain additional financing on a timely basis may cause Strategic or any of the Subsidiary Companies to postpone exploration or development plans, forfeit rights in some or all of its properties or joint ventures, or reduce or terminate some or all of its operations.

(h) Price Volatility of Publicly Traded Securities

The impacts of the COVID-19 pandemic have resulted in a broad equity market collapse and a sharp drop in the price of nearly all metals except gold. Prior to the pandemic, mineral exploration activities were at low levels and global investors were reluctant to make large investments in the securities of junior exploration companies. The uncertainty caused by the

COVID-19 pandemic has reinforced this trend. There can be no assurance that market prices for securities of mineral exploration companies will improve significantly in the short, intermediate or long term.

CRITICAL ACCOUNTING ESTIMATES AND FINANCIAL INSTRUMENTS

Strategic prepares its financial statements in conformity with IFRS. Strategic lists its significant accounting policies and its financial instruments in Notes 2 and 15, respectively, to its annual audited consolidated financial statements for the twelve months ended December 31, 2019. Of the accounting policies, Strategic considers the following policy to be the most critical to the reader's full understanding and evaluation of Strategic's reported financial results.

Deferred Exploration Costs

Strategic is in the exploration stage with respect to its investment in natural resource properties and accordingly follows the practice of capitalizing all costs related to each exploration project, until such time as the project is put into commercial production, sold or abandoned. Management reviews capitalized costs on its mineral properties for signs of impairment both quarterly and annually and will recognize impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable revenues from production on the mineral properties or proceeds from the sale or option of the mineral properties.

MANAGEMENT AND BOARD OF DIRECTORS

There were no changes to the Strategic board of directors or management during the three months ended March 31, 2020.

INVESTOR RELATIONS

All investor relations activities are performed by Strategic management.

RESEARCH, PROPERTY TRANSACTIONS AND EXPLORATION

The following are summaries of Strategic's various property interests.

(1) Wholly-Owned Properties

As a project generator, Strategic has assembled a portfolio of over 100 wholly-owned mineral properties in Yukon Territory, British Columbia and western Northwest Territories. Exploration activities by Strategic on its properties are conducted on a selective basis with priority given to: (i) claim blocks requiring assessment work; and (ii) properties that host commodities and deposit types which management believes are most attractive under the prevailing equity market conditions. General information concerning Strategic's mineral properties is available on its web site www.strategicmetalsltd.com and National Instrument 43-101 technical reports for some of the properties can be viewed at www.Sedar.com.

Strategic has received land use approvals that will permit advanced exploration activities at 16 of its mineral projects in Yukon. These multi-year approvals contemplate tens to hundreds of drill

holes and other related work, at each project. The approvals should allow Strategic or optionees to rapidly advance promising discoveries.

On April 2, 2020, the Yukon Minister of Community Services issued a Civil Emergency Measures Health Protection (COVID-19) Order (the “Order”) under the Civil Emergency Act (Yukon). Among other things, the Order imposes the requirement on all individuals entering the Yukon from any other jurisdiction to self-isolate for a minimum period of 14 days. Under the Order, self-isolation cannot be carried out in an exploration or mining camp.

As of June 4, 2020, Strategic continued to monitor developments in Yukon related to COVID-19 pandemic and the self-isolation requirements imposed under the Order. Until the Order is lifted and travel into Yukon from other jurisdictions is permitted, all 2020 exploration work will be carried out on behalf of Strategic by consultants based in Yukon.

As of June 4, 2020, Strategic has no plans to carry out exploration activities in the Northwest Territories based on COVID-19 travel restrictions. As a British Columbia based company, COVID-19 travel restrictions do not apply in British Columbia, but as of June 4, 2020, no plans for 2020 exploration activities in British Columbia have been finalized.

2020 Exploration Program

Strategic anticipates that its 2020 exploration programs will begin in mid-June and will be primarily focused on the Mount Hinton property. Smaller, short duration exploration programs will also be conducted at the Kluane, Alotta and Oli properties. These programs will be funded by Strategic.

Strategic anticipates that exploration programs in 2020 will also be carried out at the Hartless Joe, Sixty Mile, Clint and Magnum and Blue Heaven properties. These programs will be funded by the parties under which these properties are held under option. See “Properties Optioned to Other Parties” for additional information.

(i) Mount Hinton Property

The Mount Hinton property is located within the prolific Keno Hill mining camp in central Yukon Territory. It is road accessible and lies 4 to 15 kilometres south of Alexco Resource Corp.’s mill in Keno City. The property hosts numerous precious metals rich veins developed in steeply dipping dilatant zones, which cut the same stratigraphic package as the Keno Hill veins. Previous work has identified several well mineralized veins that have not yet been tested by diamond drilling.

Work in 2019 consisted of a three phased program and was designed to follow-up promising gold values obtained from soils and rocks collected in 2018. The Phase 1 program expanded soil sample coverage and initiated prospecting within recently identified soil anomalies in the headwaters of a productive placer creek. Phase 2 involved geological mapping, more detailed prospecting, in-fill soil sampling and follow-up work on rock samples collected during Phase 1.

Highlights from the Phase 1 rock sampling include:

- the discovery of a linear train of vein quartz and brecciated vein extending 230 m northeasterly from a talus sample that assayed 2,340 g/t gold and 597 g/t silver to an outcrop of altered and oxidized breccia grading 33.3 g/t gold and 654 g/t silver; and
- the identification of a parallel train of vein quartz and breccia located 150 m to the east, where float samples returned:
 - 6.11 g/t gold and 165 g/t silver;
 - 1.64 g/t gold and 363 g/t silver,
 - 2.03 g/t gold and 306 g/t silver; and
- rock samples from other parts of the main soil anomaly include 15.9 g/t gold with 9.6 g/t silver and 9.26 g/t gold with 1.59 g/t silver.

Prospecting during Phase 1 of the program focused on a 3.5 km long by up to 1.5 km wide gold-in-soil anomaly located on the eastern side of Granite Creek, where little to no rock sampling had previously been done.

During Phase 2 of the program, the site of the multi-ounce gold sample was re-examined and visible gold was discovered within limonitic vein quartz float. Large blocks and finer talus of vein material mixed with oxidized brecciated vein quartz were also found in several, nearby linear structures. Sporadic outcrops of mineralized breccia and vein quartz show that these structures strike northeast and dip steeply southeast, and suggest that the mineralized talus is close to its bedrock source.

Mapping and prospecting during Phase 2 also identified numerous other mineralized veins elsewhere within the Granite Creek drainage. The largest of these veins is up to 2 m wide and is intermittently exposed for 75 m along strike, on the western side of the Granite Creek basin. This vein hosts patchy massive and semi-massive arsenopyrite, galena and jamesonite.

Phase 3 of the 2019 program was designed to follow-up on Phase 1 and Phase 2 rock samples that returned several high-grade gold values, including 2,340 g/t gold and 202 g/t gold. Phase three exploration focused on the Granite Creek basin and included a LiDAR survey covering the entire property, mechanized trenching, road building, geological mapping and prospecting.

A total of 3 km of road building was completed in order to access areas of high mineral potential, including 1.2 km of road that crosses through the main northeast striking zone of high-grade mineralization identified during Phases 1 and 2 of the 2019 program. This road is well-situated to provide access and drill setups for future programs to test this high-grade zone and nearby, parallel structures.

Phase 3 highlights include:

- the discovery of two new veins in outcrop on the western side of Granite Creek; one where a chip sample returned 24 g/t gold over 1.25 m, and another that is up to 1.5 metres wide, where a grab sample yielded 9.67 g/t gold;
- a sample from a large boulder of quartz vein, which assayed 42.4 g/t gold, expanded the main high-grade float train identified in Phases 1 and 2, on the east side of Granite Creek;

- a sample from a northeast striking zone of quartz vein float surrounded by oxidized breccia that is located 60 metres west of, and parallel to, the main high-grade zone on the east side of Granite Creek, yielded 12.45 g/t gold;
- a 1 m wide chip sample across a quartz vein and altered quartzite wallrock exposed in a trench on the west side of Granite Creek, returned 9.9 g/t gold; and exposed in a trench on the west side of Granite Creek, returned 9.9 g/t gold; and,
- float samples from other new areas of mineralization yielded 28.9 g/t gold, 14 g/t gold, 9.68 g/t gold, 8.7 g/t gold with 115 g/t silver, 4.36 g/t gold with 180 g/t silver and 1.83 g/t gold with 328 g/t silver.

The 2020 exploration program at the Mount Hinton property will commence in mid-June and will consist of geological mapping, soil sampling, road construction, hand trenching, excavator trenching and approximately 7,000 m of diamond drilling.

(ii) Kluane Property

The Kluane property is located in southwestern Yukon. A LiDAR surveying completed over the property in 2019 highlighted previously unrecognized structural features, some of which coincide with strong gold-in-soil geochemical anomalies, electromagnetic conductors and gold-rich talus. The LiDAR survey identified a large array of north-northeast trending structures, including a 2.7 km long lineament that crosses two important gold occurrences, the DalBianco Showing and the Rikus Zone.

Grid soil sampling in the southern part of the property has identified elevated gold-in-soil geochemistry over an area of approximately 5.7 km by 4.5 km. Widely spaced sampling in the northern part of the property has also yielded anomalous values. Rock samples containing arsenopyrite and/or native gold have yielded many assays between 10 and 225 g/t gold.

The only drilling on the property to date was done at the Rikus Zone in 1995 when eight, small diameter diamond drill holes were completed within part of a much larger target. Despite poor core recovery, all drill holes yielded gold values of significance, including 5.32 g/t gold over 2.75 m. The drilling was performed oblique to the newly identified lineament.

The 2020 exploration program at the Kluane property is scheduled to begin in August and will consist of detailed geological mapping, prospecting and hand trenching.

(iii) Alotta Project

The Alotta project is located in western Yukon and lies within a highly prospective belt of rocks known to host numerous porphyry and epithermal vein deposits, including Western Copper and Gold Corporation's Casino deposit, Rockhaven Resources Ltd.'s Klaza deposit and Triumph Gold Corp.'s Nucleus, Revenue and Tinta Hill deposits.

The property covers a broad area of strongly elevated gold, copper and molybdenum soil geochemistry, which is centred on a pronounced 'bulls-eye' magnetic anomaly characteristic of a porphyry deposit. The property lies below tree line in an area that has not been glaciated. As there is little outcrop or talus, rock samples were collected from shallow pits. Most of these samples were oxidized and probably leached, and comprised strongly altered and brecciated

monzonite porphyry. Oxidized samples graded between 134 and 397 ppb gold, and one sulphide bearing sample graded 1.21 g/t gold and 0.35% copper.

Historical soil sampling identified a 1200 m diameter area of elevated gold (20 to 2680 ppb), copper (100 to 459 ppm), and molybdenum (5 to 54.3 ppm). Soil sampling in 2019 doubled the dimensions of the geochemical anomaly to an area 2.3 km long by 1.2 km wide. The Alotta property has never been drilled or explored with mechanized equipment.

Strategic has successfully applied for a Yukon Government exploration grant for work on this property in 2020. Planned work will include prospecting and soil sampling.

(iv) Oli Property

The Oli property covers a polymetallic skarn target that is notably enriched in tin. It is located 34 km northwest of the town of Mayo, in central Yukon, and lies within an active mining district that is known for significant tin, tungsten, silver and gold occurrences, including Victoria Gold Corp.'s Eagle Gold Mine. Historical work at Oli, which largely occurred between 1979 and 1981, resulted in the discovery of mineralized, meta-sedimentary breccias and skarns in surface excavations and drill intercepts. At that time, chip samples taken across trench exposures of skarn and breccia returned 0.25% tin over 6.0 m, 0.23% tin over 10.0 m, 0.38% tin over 1.0 m and 0.76% tin over 1.0 m. Diamond drilling, which was chiefly designed to test the down-dip projection of exposed mineralization, cut several significant intervals of tin and silver. Historical highlights included 1.0% tin over 6.0 m, 0.31% tin over 10.4 m, 44.6 g/t silver over 6.4 m and 15.0% tin over 0.80 m. Geochemical analysis for all of the 1979-1981 work was restricted to a narrow range of elements, which did not include cobalt or gold.

In 2011, a reconnaissance-scale work program over the area of the current Oli claims successfully relocated nine of the historical trenches. Rock samples collected from the floor of the trenches assayed up to 4.0 g/t gold, >100 g/t silver, >1% copper, 0.45% lead, 0.25% zinc, >100 ppm tungsten and >0.2% cobalt.

In 2019, Strategic Metals successfully relocated the 1981 drill core, which is stored on the property. The remainder of the core is reportedly located on the property, but its whereabouts are currently unknown. Approximately ten percent of the 1981 core was split and sampled. Many of the high-grade intervals were not shoulder sampled, and much the core that wasn't sampled appears to be well mineralized. Rock samples collected in 2019, from mineralized outcrops and historical trenches, returned values of up to 2.22 g/t gold, 0.46 % copper, 0.23 % lead, 0.43% zinc, 921 g/t silver, 0.51 % cobalt and 6490 ppm bismuth. Widely spaced soil sampling partially delineated several zones of anomalous multi-elemental geochemistry, which extend well beyond the known showings.

Strategic has successfully applied for a Yukon Government exploration grant for work on this property in 2020. Planned work will include prospecting and soil sampling.

Maps and figures pertaining to the properties described above and most of the other Strategic projects are available on the company website at www.strategicmetalsltd.com. National Instrument 43-101 reports on various Strategic properties can be viewed under the Strategic profile at www.Sedar.com.

(2) **Properties Optioned to Other Parties**

(i) Hartless Joe Property

By agreement dated February 25, 2020, Strategic granted Soar Metals Canada Ltd., a private Calgary based company (“Soar”) an option to acquire a 60% interest in the Hartless Joe property. Soar can exercise the option by incurring aggregate exploration expenditures of \$5,000,000 by February 25, 2024. Soar and Strategic will then form a joint venture to continue exploration and development work on the property. Initial joint venture interests will be 60% (Soar) and 40% (Strategic).

Soar plans to carry out exploration work in 2020 on the Hartless Joe property, but as of June 4, 2020 has not advised Strategic of its specific plans for year.

The Hartless Joe property (part of the M’Clintock project) is located 30 km east of Whitehorse, in southern Yukon. The property is underlain by a package of volcanic and sedimentary rocks that are cut by steeply-dipping porphyry dykes, as well as numerous large-scale and complex faults. Mineralization occurs in steep quartz veins along faults and in stratabound, banded and/or comb-textured quartz horizons adjacent to calcite-chlorite-albite altered sills or flows, within inter-volcanic mudstones.

Exploration in previous years focused on the northern part of the precious metal system, where multiple zones returned very high gold grades, including chip samples yielding 60 g/t gold over 1.2 m at the King Zone and 462 g/t gold over 0.4 m at the Queen Zone. Work in 2018 and 2019 focused on the southern portion of the system, which covers the Grumpy and Gusano showings.

The Grumpy Showing was discovered in 1997 by government geologists, who collected a sample of mineralized quartz during a regional mapping program. Subsequent exploration has identified a broad area of gold and silver bearing quartz-carbonate float, where thirteen rock samples averaged 37 g/t gold and 1,391 g/t silver, with peak values of 251 g/t gold and 5,010 g/t silver. In 2018, hand trenching at the Grumpy Showing exposed a steeply-dipping, mineralized quartz vein, within a dilational fault zone. A continuous chip sample taken across this vein assayed 9.57 g/t gold over 2 m.

The Gusano Showing, located 700 m south of the Grumpy Showing, was discovered by Strategic in 2017. It covers a vegetated slope that is underlain by a recessive mudstone unit. One of two ridge-top hand trenches successfully exposed a siliceous, mineralized horizon, adjacent to a steeply dipping rhyolite dyke. Chips samples taken along the floor of the trench averaged 1.31 g/t gold over 7 m. Rock samples collected from talus along a strike length of 500 m yielded up to 49.8 g/t gold and 365 g/t silver.

Soil sampling and prospecting in 2018 expanded the gold-rich system to an area that is 6.5 km long and up to 3.5 km wide. However, much of this area is covered by soil and talus. The mineralized bedrock exposed in the 2018 trenches is important because it defines specific drill targets.

The 2019 drilling at Hartless Joe tested the down-dip extension of the silicified zone at the Gusano showing, and along an important, north-south trending fault, which links the Grumpy and the Gusano showings and appears to be a locus of mineralization. This work successfully

intersected gold in the silicified zone, and in quartz veins within the fault structure, along an 800 m strike length. The most significant drill results are: 2.68 g/t gold over 1.7 m, including 5.80 g/t gold over 0.61 m from the silicified zone; and 1.86 g/t gold over 4.78 m, including 3.88 g/t gold over 1.61 m, from the fault zone.

Highlights from the 2019 diamond drilling are tabulated below:

Drill Hole	From (m)	To (m)	Interval (m)*	Gold (g/t)
HJ-19-03	28.45	30.15	1.70	2.68
including	28.45	29.06	0.61	5.80
and	103.88	104.55	0.67	0.85
HJ-19-04	38.85	40.05	1.20	0.76
and	163.52	168.30	4.78	1.86
including	164.39	166.00	1.61	3.88

* True widths of drill intercepts are estimated to be 70% to 100% of interval thickness.

(ii) Clint and Magnum Properties

By agreement dated February 25, 2020, Strategic granted Soar an option to acquire 100% interests in the Clint and Magnum properties (part of the Dawson project). Soar can exercise the option by making aggregate cash payments to Strategic of \$150,000 and by incurring aggregate exploration expenditures of \$1,850,000 by February 25, 2024. Soar, at its sole discretion, may satisfy the cash payment requirements under the option by making any outstanding cash payments to Strategic at any time in advance of the required payment dates. Soar, at its sole discretion, may also satisfy the expenditure requirements under the option by making a cash payment to Strategic equal to two-thirds (2/3) of the outstanding expenditure balance.

Following the exercise of the option, Strategic will retain a net smelter return royalty interest in all future commercial production from the properties equal to two percent (2%) on all precious metals and one percent (1%) on all non-precious metals. Soar may purchase half of the royalty interest at any time after the option has been exercised for \$500,000.

Both of the Clint and Magnum properties are road accessible and located within the Forty Mile Placer District northwest of Dawson City, Yukon. The properties are prospective for both polymetallic Volcanogenic Massive Sulphide (VMS) mineralization and orogenic gold mineralization.

Soar plans to carry out exploration work in 2020 on the Clint and Magnum properties, but as of June 4, 2020 has not advised Strategic of its specific plans for year.

(iii) Sixty Mile Property

By agreement dated February 25, 2020, Strategic granted Soar an option to acquire a 100% interest in the SM claim block owned by Strategic. Under the agreement, Strategic also assigned at third party option to acquire a 100% interest in 109 claims to Soar. See "Hulstein Option" for additional information.

In order to exercise the option, Soar is required to fulfill all outstanding obligations under the Hulstein Option, make aggregate cash payments to Strategic of \$100,000 and incur aggregate exploration expenditures of \$1,850,000 by February 25, 2024. Soar, at its sole discretion, may satisfy the cash payment requirements under the option by making any outstanding cash payments to Strategic at any time in advance of the required payment dates. Soar, at its sole discretion, may also satisfy the expenditure requirements under the option by making a cash payment to Strategic equal to two-thirds (2/3) of the outstanding expenditure balance.

Following the exercise of the option, Strategic will retain a net smelter return royalty interest in all future commercial production from the SM property equal to two percent (2%) on all precious metals and one percent (1%) on all non-precious metals. Soar may purchase half of the royalty interest at any time for \$500,000.

Following the exercise of the option, Strategic will also be granted a net smelter return royalty interest equal to one percent (1%) on all precious metals and one-half of one percent (1/2%) on all non-precious metals from all future commercial production from those claims subject to the Hulstein Option. Soar may purchase half of this royalty interest from Strategic at any time for \$250,000.

In order to exercise the Hulstein Option, Soar is required to: (i) make annual payments of \$10,000 on June 1, 2020 through 2027; and (ii) grant the property vendor a net smelter return royalty interest equal to 2% on precious metals and 1% on base metals.

The Sixty Mile property (part of the Dawson project) is located in the heart of the Sixty Mile placer gold camp, historically the second most productive placer gold district in the Yukon. Diamond drilling by previous operators returned encouraging results, including an intercept that ran 132.9 g/t gold over 1.5 m.

The Sixty Mile property is located within the second-most productive gold district of the Yukon, near the Yukon – Alaska border. It sits within an important structural corridor, known as the Sixty Mile – Pika fault system, which is associated with numerous Late Cretaceous mineral deposits and occurrences along its length, including the Taurus porphyry copper-molybdenum deposit and the Tetlin epithermal gold-silver deposit. The Sixty Mile property covers the Per and Glasmacher occurrences, as well as the Toni Zone, which are all associated with Late Cretaceous magmatism.

In 2019, two diamond drill holes were completed at the Toni Zone. The holes were designed to test for mineralization in the immediate vicinity of the Sixty Mile fault, in an area with elevated copper-, molybdenum-, gold- and silver-in-soil values and a coincident resistivity low. A third hole was collared 1.5 km to the southwest and targeted the strike-extension of the high-grade 2011 intercept.

Drilling at the Toni zone yielded 1.11 g/t gold over 1.95 m and 0.04% copper over 72.33 m, within a zone of intense, stockwork quartz veining, in altered plutonic rock. A single drill hole designed to test along strike of the high-grade 2011 intercept did not return any significant assay values; however, the scale of alteration and mineralization at the Sixty Mile project indicates the presence of a large, well-developed hydrothermal system.

Soar plans to carry out exploration work in 2020 on the Sixty Mile property, but as of June 4, 2020 has not advised Strategic of its specific plans for year.

(iv) **Blue Heaven Property**

By agreement dated June 1, 2020, Strategic granted CMC Metals Ltd. (“C”) a two staged option to acquire up to a 100% in the Blue Heaven property. CMC can exercise the first option and acquire an 80% interest in the property by making aggregate payments of \$400,000 by June 1, 2024. CMC can exercise the second option and acquire the remaining 20% interest in the property by making a \$500,000 payment to Strategic within six months of exercising the first option.

If only the first option is exercised, CMC and Strategic will form a joint venture to continue exploration and development work on the property. The initial joint venture interests will be 80% (CMC) and 20% (Strategic).

Strategic will retain a 2% net smelter return royalty interest related to conventional mining on the property and a 10% net smelter return royalty related to all small scale high grade mining on the property. CMC may purchase one-half (1/2) the conventional mining royalty interest for \$500,000.

The Blue Heaven property is located in the Rancheria District of south-eastern Yukon. It covers intrusion-related showings that include: silver-lead-zinc veins; zinc-lead-silver carbonate replacement mineralization; and tungsten-copper skarns. The property has not been explored since 2012. Sixteen showings have been identified in a 3.5 km long, up to 1.5 km belt wide belt. Limited drilling has intersected several mineralized intervals, including 600 g/t silver and 9.1% lead over 1.48 m.

CMC has not yet announced plans for its 2020 exploration program.

(4) Properties Acquired from Other Parties

(i) **Swede Johnson Property**

By agreement dated May 10, 2018 and amended May 28, 2020, two arm’s length third parties have granted Strategic an option to acquire a 100% interest in 28 quartz mining claims located in the Whitehorse Mining District, Yukon. Strategic can acquire the property subject to the following:

- a \$25,000 payment on signing of the agreement (paid);
- a \$5,000 payment on or before April 30, 2019 (paid);
- a \$20,000 payment on or before April 30, 2021;
- the property vendors have retained net smelter return royalty interest equal to 3% on all future metal production from the property; and
- Strategic can purchase a half interest in the net smelter return royalty interest for \$250,000 any time after acquiring the property and prior to December 31, 2025.

The Swede Johnson property covers an historic placer creek and the direct extensions of strong gold in soil geochemical anomalies on Strategic’s adjacent Vault property. Strategic completed

prospecting and sampling programs on the Swede Johnson property in 2019. No work is planned on the property in 2020.

(ii) Kelli-Reed Creek Property

By agreement dated May 10, 2018 and amended May 28, 2020, Kelli-Reed Creek Resources Ltd. (“KRC”) has granted Strategic an option to acquire a 100% interest in 89 quartz mining claims located in the Whitehorse Mining District, Yukon. Strategic can acquire the property subject to the following:

- a \$15,000 payment on signing of the agreement (paid);
- a \$25,000 payment on or before April 30, 2019 (paid);
- a \$75,000 payment on or before December 31, 2020; and
- incurring \$50,000 in exploration expenditures on or before December 31, 2018 (completed);
- KRC has retained net smelter return royalty interest equal to 3% on all future metal production from the property; and
- Strategic can purchase a half interest in the net smelter return royalty interest for \$250,000 any time after acquiring the property and prior to April 30, 2025.

The Kelli-Reed Creek property (part of the Kluane project) overlies productive placer gold mining operations and is flanked by strong gold in soil anomalies located on Strategic’s adjoining Vault property.

A 2018 work program consisting of a soil geochemistry survey and geological mapping confirmed historical results. The best result was a rock sample comprising several chips collected over a 7 m interval along the wall of an old bulldozer trench which graded 25.6 g/t gold.

In 2019, Strategic deepened and resampled the old bulldozer trench, but was unable to replicate the previous gold assay value. No work is planned on the Kelli-Reed Creek property in 2020.

TECHNICAL REVIEW

Historical technical information disclosed in this MD&A has been reviewed by Heather Burrell, B.Sc., P.Geo., a geological consultant to Strategic and a qualified person for the purposes of National Instrument 43-101.

All technical information related to the 2019 exploration results and the proposed 2020 exploration program has been reviewed by Jackson Morton, P. Geo., a geological consultant to Strategic and a qualified person for the purposes of National Instrument 43-101.

CHAMPAGNE AND AISHIHIK FIRST NATIONS

Strategic and the Champagne and Aishihik First Nations (the “CAFN”) entered into an exploration agreement (the “EA”) dated November 21, 2017. The EA provides a framework for consultation pertaining to all exploration activities undertaken by Strategic within the CAFN traditional territory. Strategic currently holds eight projects within the CAFN traditional territory.

LITTLE SALMON/CARMACKS FIRST NATION

Strategic and the Little Salmon/Carmacks First Nation (the “LSCFN”) entered into an exploration benefits agreement (the “EBA”) dated November 20, 2018. The EBA provides a framework for consultation pertaining to all exploration activities undertaken by Strategic within the LSCFN traditional territory. Strategic currently holds four projects within the LSCFN traditional territory.

TERRA CO₂ TECHNOLOGIES LTD.

From 2013 to 2016, Strategic worked on carbon dioxide (CO₂) conversion and mine waste remediation research projects. By agreement dated September 23, 2016, Strategic completed the sale of the research projects and related patents to Terra, then a wholly-owned private British Columbia subsidiary. As of June 4, 2020, Strategic holds a 57.8% equity interest in Terra.

Terra is developing alternative cementitious material (“ACM”) as an environmentally-sensitive alternative to Portland cement. Terra’s ACM research is in the field of geopolymer cement, also known as alkali-activated materials (AAM).

Portland cement has been at the core of modern construction for generations and is nearly a \$500 billion CAD business annually. However, the cement industry is a major CO₂ emitter. Production and transportation of Portland cement account for 7 to 8% of annual CO₂ emissions world-wide. Terra’s ACM technology has the potential to replace Portland cement, thereby reducing CO₂ output by 60% or more, without compromising strength or cost.

Corporate Developments

Terra has recently realigned its management team to accelerate the company’s transition from research to development. A significant change, as Terra moves toward commercialization, is the appointment of Bill Yearsley as Chief Executive Officer, President and director. Until his appointment, Mr. Yearsley acted as a technical advisor to Terra. Bill Yearsley has been a limited partner of Lariat Partners Fund One since 2013 and is an investor and lead outside director of Tri-Arc, LLC.

Previously, Mr. Yearsley was the Chief Executive Officer of a publicly traded EPC solar company. From 2007 to 2011, Mr. Yearsley was an endowed professor in the Department of Civil, Architectural, and Environmental Engineering at the University of Colorado Boulder and was honored as the top teaching faculty member in 2011. In 1996, Mr. Yearsley co-founded American Civil Constructors and led the company as Chairman and Chief Executive Officer until 2007. From 1984 to 1997, Mr. Yearsley was employed by Redland PLC a firm included in the Financial Times Stock Exchange 100 Index of London Stock Exchange listed companies.

Later in his tenure, Mr. Yearsley served as Chairman and Chief Executive Officer of the construction materials and non-metallic mining group of Redland responsible for 12000 employees across Europe and North America.

Mr. Yearsley holds a B.Sc. in engineering, M.Sc. in Industrial Management and Ph.D. in Construction Management. Mr. Yearsley brings extensive experience with merger and

acquisition transactions, capital raising, operations and management of public and private companies.

Donald Lake, the former Chief Executive Officer, is now the Terra Senior Vice-President of Research and Development, a role that will have him overseeing Terra's in-house research team as well as off-site studies. Mr. Lake's ideas are the foundation of Terra's technology and this change of roles will allow him to focus on continued innovation. Douglas Eaton, the former President, has been appointed Chairman of the Board of Directors. Mr. Eaton is also the President and Chief Executive Officer of Strategic.

Terra has engaged Industria Partners, LLC, an investment banking group based in Denver, Colorado, to assist with fund raising and to help design an effective business model for commercialization of the ACM technology. Terra has also engaged three very experienced legal firms. Fasken Martineau DuMoulin LLP in Canada, and FisherBroyles LLP in the US are working to prepare and file patent applications as part of a comprehensive intellectual property strategy. Two provisional patent applications have already been filed in regards to ACM and production processes. These applications are important milestones for Terra as they protect vital intellectual property. Additional patent applications will be submitted in the coming months.

The third recently engaged legal firm, Hogan and Lovells US, LLP, will coordinate with Terra's existing legal and accounting representatives to facilitate effective operations in the USA.

Expanding Operations

Terra is currently conducting its research at a small facility in North Vancouver, British Columbia and will soon be relocating and expanding its laboratory. The new facility will house a laboratory pilot plant with a ten-fold increase in hourly production capacity and enhanced process monitoring. These upgrades will allow Terra's researchers to accelerate evaluation of various mix designs, to optimize the relationship between performance and cost of production and to test different processing parameters more effectively.

Terra is presently focused on optimizing the technology for ready-mix concrete which makes up the majority of the cement market in North America. Over time, Terra expects to broaden its research to cover more specialized cement applications. Although Terra's main focus is on developing a replacement for Portland cement used in concrete construction, it is also exploring applications for the technology that are specific to the mining industry, such as binders for dry-stacked tailings, backfill and grouts.

Off-Site Studies

Terra has contracted with Hazen Research, Inc. to conduct a pilot-scale test of its ACM manufacturing technology at its research campus in Golden, Colorado. Milling of the feedstock is underway and thermal processing will commence in the coming weeks. ACM material produced by the test will be sent to independent materials testing laboratories, where strength and other key characteristics of cement and concrete will be evaluated according to nationally recognized standards. If successful, this pilot-scale test will be another major milestone for Terra and a key step toward commercialization.

Terra has recently completed a federally-funded proof-of-concept study on solidification/stabilization of coal tailings from a site in Nova Scotia. Terra is awaiting a review of the results and a decision regarding further field testing of Terra's ACM technology with the goal of decommissioning a tailings pond.

SUBSEQUENT EVENTS

On May 6, 2020, Strategic issued a corporate and operational update related to Terra. See "Terra CO2 Technologies Ltd." for additional information.

On May 7, 2020, Bluebird terminated its option to acquire the Batt property. See "Properties Optioned to Other Parties" for additional information.

On May 11, 2020, 400,000 incentive stock options with an exercise price of \$0.35 expired.

On May 15, 2020, Strategic purchased additional GGL shares by way of private placement. See "Major Shareholdings in Other Companies" for additional information.

On May 26, 2020, Strategic purchased additional Silver Range shares by way of private placement. See "Major Shareholdings in Other Companies" for additional information.

On May 27, 2020, Strategic agreed to purchase additional Trifecta shares by way of an ongoing private placement. See "Major Shareholdings in Other Companies" for additional information.

By agreement dated June 1, 2020, Strategic granted CMC a two staged option to acquire the Blue Heaven property. See "Properties Optioned to Other Parties" for additional information.

SHARE CAPITAL INFORMATION

Shares

The authorized share capital of Strategic consists of the following classes of shares:

- (a) an unlimited number of common shares without par value;
- (b) an unlimited number of Class A preferred shares without par value; and
- (c) an unlimited number of Class B preferred shares with a par value of \$10.00 each.

As of June 4, 2020, there were 96,645,967 common shares issued and outstanding and no outstanding Class A or Class B preferred shares.

Stock Options

As of June 4, 2020, the following incentive stock options were outstanding:

Number of Options Outstanding	Price	Expiry Date
1,415,000	\$0.35	February 18, 2021
4,070,000	\$0.45	October 17, 2022
110,000	\$0.40	December 7, 2023
2,500,000	\$0.49	September 3, 2024
8,095,000		

Warrants

As of June 4, 2020, Strategic had the following share purchase warrants outstanding:

Number of Warrants Outstanding	Exercise Price	Expiry Date
3,608,915	\$0.40	July 22, 2021

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CORPORATE INFORMATION

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Ian J. Talbot, North Vancouver, B.C.	Chief Operating Officer
Glenn R. Yeadon, Vancouver, B.C.	Secretary and Director
Richard M. Drechsler, Squamish, B.C.	Vice-President Communications
Bruce A. Youngman, Powell River, B.C.	Independent Director
Lee A. Groat, West Vancouver, B.C.	Independent Director
Bruce J. Kenway, Calgary, Alberta	Independent Director
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 1200 – 609 Granville Street
 Vancouver, B.C. V7Y 1G6

Schedule "A" - List of Projects

DAWSON PROJECT

Sixty Mile Property (YT)
Top Property (YT)
Clint/Magnum Property

FINLAYSON PROJECT

Four Corners Property (YT)
HDL Property (YT)

HOPKINS PROJECT

Hopper Property (YT)
Moraine Property (YT)

KATHLEEN PROJECT

Rusty Property (YT)
Zap Property (YT)

KLUANE PROJECT

Bur Property (YT)
Corky Property (YT)
Mint Property (YT)
Vault Property (YT)
- Gamble Property
- Glenn Property
- Kelli-Reed Property

LANSING PROJECT

Husky Property (YT)
Leah Property (YT)
Leroy Property (YT)
Liam Property (YT)
Lisa Property (YT)
Lois Property (YT)
Luke Property (YT)
Naws Property (YT)

LOGAN PROJECT

Timber Property (YT)
Uno Property (YT)

M'CLINTOCK PROJECT

Byng Property (YT)
CG Property (YT)
Hartless Joe Property (YT)
Mars Property (YT)
Pov Property (YT)

MIDAS TOUCH PROJECT

Crag East Property (YT)
Crag Property (YT)
Nad Property (YT)
Rod North Property (YT)
Rod Property (YT)
Scarlett East Property (YT)
Smac JV Property (YT)
Staff Property (YT)
Wand Property (YT)

NORTH CANOL ROAD PROJECT

Harvest Property (YT)

STRATEGIC NICKEL PROJECT

RANCHERIA SILVER PROJECT

Blue Heaven Property (YT)
Con Property (YT)
Convert Property (YT)
Meister Property (YT)
Pigskin Property (YT)
QB Property (YT)
Ranch Property (BC)
Sayyee Property (YT)

RANGE ROAD PROJECT

Hy Property (YT)

ROYAL PROJECT

King Property (YT)
Queen Property (YT)

RUBY RANGE PROJECT

Elias Property (YT)
Ruby Range Property (YT)

SELWYN PROJECT

Airstrip Property (YT)
Fog Property (YT)
Shadow Property (YT)
TJ Property (YT)

SOUTH CANOL ROAD PROJECT

Groundhog Property (YT)
Hidden Properties (YT)

TOMBSTONE PROJECT

Antimony Property (YT)
Black Property (YT)
Sawbuck(Ham) Property (YT)
Track Property (YT)

STAND ALONE PROPERTIES

Meloy Property (YT)
Alotta Property (YT)
Blind Property (YT)
Bob Property (YT)
Boot Property (YT)
Batt Property (YT)
LS Property (YT)
Dabb Property (YT)
Gas Property (YT)
Gator Property (YT)
Green Gulch Property
Harry Property (YT)
Hat Property (YT)
Hec Property (YT)
KL Property (YT)
CD Property (YT)
Mt. Hinton Property (YT)
Oli Property (YT)
OOO Property (YT)
Piper Property (BC)
Plata Property (YT)
Saloon Property (YT)
Taffy Property (BC)
Van Property (NWT)
Vanderhoof Property (BC)
GK Property (BC)