



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TAKE NOTICE that the Annual General and Special Meeting of the Shareholders of **Benz Mining Corp.** (hereinafter called the “**Company**” or “**Benz**”) will be held at Suite 1700 – 1055 West Hastings Street, Vancouver, British Columbia, on:

Tuesday, December 7, 2021

at the hour of 12:00 o'clock in the afternoon (Vancouver time) for the following purposes:

1. to receive the Report of the Directors;
2. to receive the financial statements of the Company for its fiscal year ended April 30, 2021, and the report of the Auditors thereon;
3. to appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration;
4. to determine the number of directors and to elect directors;
5. to approve the amended Stock Option Plan;
6. to consider and, if thought fit, to pass with or without amendment, as a special resolution, that the Company have the additional capacity to issue equity securities provided for in ASX Listing Rule 7.1A on the terms and conditions in the Information Circular;
7. to consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, that the issue of 9,090,909 Shares at C\$1.10 per Share to raise approximately C\$10 million is ratified under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Information Circular;
8. to consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, that the issue of 909,090 Warrants to Peloton Capital Pty Ltd (or its nominees) is ratified under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Information Circular; and
9. to transact such other business as may properly come before the Meeting.

Accompanying this Notice are an Information Circular and Form of Proxy.

Persons who have within 14 days of the date of the Meeting: (i) COVID-19 symptoms, (ii) been in close contact with another person with COVID-19 symptoms, or (iii) travelled outside of Canada, cannot attend the Meeting and should therefore vote only by proxy. For those shareholders who attend the Meeting, physical distancing measures will be applicable, as directed by the Provincial Health Officer. The Company also reserves the right to change the location, date and time of the meeting, based on developments with the COVID-19 pandemic.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed Form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED this 1st day of November, 2021.

BY ORDER OF THE BOARD OF
DIRECTORS OF **BENZ MINING CORP.**

"Evan Cranston"

Evan Cranston,
Chairman of the Board