

# **BENCHMARK METALS INC.**

#300, 250 Southridge  
Edmonton, AB  
T6H 4M9

## **NOTICE OF ANNUAL GENERAL MEETING**

TAKE NOTICE that the Annual General Meeting of the Shareholders of **Benchmark Metals Inc.** (hereinafter called the “Company”) will be held at #300, 250 Southridge, Edmonton, AB T6H 4M9, on:

**WEDNESDAY, OCTOBER 31, 2018**

at the hour of 11:00 o’clock in the forenoon (Local 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 February 28, 2018 and the report of 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 consider and, if thought fit, to approve the Company’s new stock option plan, which makes a total of 10% of the issued and outstanding shares of the Company available for issuance thereunder, as described in the accompanying Information Circular; and
6. to transact such other business as may properly come before the Meeting.

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

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 26<sup>th</sup> day of September, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

*“James S. Greig”*  
President