



Benchmark Metals Inc.
10545 – 45 Avenue NW
250 Southridge, Suite 300
Edmonton, AB, T6H 4M9

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TAKE NOTICE that the Annual General and Special Meeting of the Shareholders of **Benchmark Metals Inc.** (hereinafter called the “Company”) will be held at 10545 – 45 Avenue NW, 250 Southridge, Suite 300, Edmonton, Alberta, on:

Friday, December 18, 2020

at the hour of 10:00 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 29, 2020 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 ratify and approve the existing Stock Option Plan;
6. to approve by ordinary resolution of the disinterested shareholders, that the Transaction is hereby ratified and Eric Spratt is the new Control Person (as defined in the accompanying Information Circular) of the Company; and
7. 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 10th day of November, 2020.

BY THE ORDER OF THE BOARD OF DIRECTORS
OF BENCHMARK METALS INC.

“James S. Greig”
James S. Greig, President