

**NOTICE OF MEETING**  
**AND**  
**MANAGEMENT INFORMATION CIRCULAR**

for the Annual General and Special Meeting

of Shareholders of

**Benton Resources Inc.**  
(herein “Benton” or the “Company”)

to be held in Vancouver, British Columbia, Canada  
on January 8, 2025

These are time sensitive legal materials. This Meeting requires your attention, and the Company’s Management solicits your vote. Please review these materials and complete your proxy vote by 10 AM (Vancouver time) on Monday January 6, 2025.

**YOU MAY VOTE BY PHONE OR ONLINE -SEE THE ACCOMPANYING VOTING INSTRUCTIONS.**

Registered Company Shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered Company Shareholder and receive these materials through your broker or through another Intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other Intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

Unless otherwise stated, the information herein is given as of November 18, 2025. Information has been incorporated by reference in this document from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from Benton at Suite 2110 – 650 West Georgia Street, Vancouver, British Columbia, V6B 4N8 Telephone: (604) 689 1280, and are also available electronically on the Company’s website at [www.bentonresources.ca](http://www.bentonresources.ca) and under the Company’s profile at [www.SEDARPLUS.ca](http://www.SEDARPLUS.ca).



November 18, 2024

Dear Fellow Benton Shareholders:

## **ABOUT THIS MEETING-ANNUAL MATTERS AND VINLAND SHARE SPIN-OUT PLAN**

On behalf of your Board of Directors, I wish to invite you to attend an Annual General and Special Meeting of the Shareholders of Benton to be held at 10:00 a.m. Vancouver time on January 8, 2025 at Suite 2110-650 West Georgia Street, Vancouver, BC to attend to certain annual corporate requirements (consideration of financial statements, appointment of auditors and election of directors) as well as to approve a special matter, spin-out to shareholders of 2,025,126 of our holdings of Vinland Lithium Inc. ("**Vinland**"). The legalities for the spin-out involves use of "a plan of arrangement" under BC corporate law which shareholders must approve by a 2/3 majority of votes cast.

The background to the spin-out is as follows: Over the past few years Benton and Sokoman Minerals Corp. ("**Sokoman**") have, pursuant to a 50/50 joint venture, been conducting exploration on various properties in Newfoundland including the lithium project known as the Killick Property (formerly referred to as Golden Hope). As a result of encouraging exploration results Piedmont Lithium Inc., a Delaware incorporated company that trades on NASDAQ agreed to become involved in the further exploration of the Killick Property through its wholly owned subsidiary Piedmont Lithium Newfoundland Holdings LLC ("**Piedmont**"). To facilitate Piedmont's involvement Benton and Sokoman each transferred their interest in the Killick Property to Vinland Lithium Inc., ("**Vinland**") a newly incorporated company, in exchange for the issuance of 4,025,126 shares of Vinland to each of Benton and Sokoman. In conjunction with the issuance of the Vinland shares to each of Benton and Sokoman Piedmont completed a \$2 million private placement into Vinland in consideration of 2,000,000 shares of Vinland being issued to Piedmont. The transfer of the Killick Property to Vinland and the completion of the private placement by Piedmont was done on the basis that the participating parties would use their best efforts to cause the shares of Vinland to become publicly traded by causing Vinland to become listed on the TSX Venture Exchange. (the "**TSXV**"). In order to create the sufficient number of shareholders of Vinland holding the minimum required number of Vinland shares for a company to be listed Benton and Sokoman agreed to take the required corporate steps to each distribute 2,025,126 shares of Vinland to their shareholders with each of Benton and Sokoman retaining approximately 2,000,000 shares of Vinland. The corporate steps required for the distribution of the Vinland shares need to be approved by the respective shareholders of each of Benton and Sokoman at a meeting of their shareholders by a 2/3 majority of votes cast.

Once the two plans of arrangement have been completed by each of Benton and Sokoman, Vinland will have a sufficient number and distribution of shareholders to satisfy public company shareholder distribution listing requirements of the policies of the TSXV (at least 200 shareholders holding a board lot of 100 shares) The TSXV has already conditionally approved the listing of Vinland shares.

The Board of Directors of Benton has concluded that the Arrangement would be in the best interests of the Shareholders for the following reasons. The Arrangement is expected to (i) address the discount in Benton's share price, which has not accurately reflected its interest in the Killick Property, (ii) improve the market's identification and valuation of Benton's exploration properties; (iii) create additional value for Benton Shareholders as a result of Benton's retained interest in Vinland as a separate listed company the value of which should be unlocked. The Arrangement is expected to enhance the ability of each of Benton and Vinland to pursue its independent corporate objectives and strategies, with a view to maximizing shareholder value. In

particular, the Arrangement will allow Vinland to focus on the development of the Killick Property independent of Benton.

**THE BOARD OF DIRECTORS OF BENTON HAS APPROVED THE SPIN-OUT ARRANGEMENT AND RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE SPECIAL RESOLUTION APPROVING THE SPIN-OUT ARRANGEMENT.**

Sprott Securities Inc (a holder of 28,750,000 shares, or 14.60% of Benton's issued shares) and all members of Benton's board of directors and management, holding in the aggregate approximately 5% of Benton's issued and outstanding shares, have indicated their support for the Arrangement.

The Arrangement is subject to approval by the courts of British Columbia, as well as the satisfaction of certain other conditions.

The accompanying Notice of Meeting and Management Information Circular provide a full description of the Arrangement and include certain additional information to assist you in considering how to vote on the special resolution approving the Arrangement. You are urged to read this information carefully and, if you require assistance, to consult your tax, financial, legal or other professional advisor.

It is important that your Common Shares be represented at the Meeting. Whether or not you are able to attend, we urge you to complete the enclosed form of proxy and return it by 10:00 a.m. Vancouver time on January 6, 2025 to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1.

If you, as a shareholder of Benton, are in doubt as to how to deal with the enclosed documents or the matters referred to therein, you should immediately consult your advisor.

Completion of the Spin-out is dependent on many factors and it is not possible at this time to determine precisely when or if the Arrangement will become effective. Subject to obtaining the required approvals of the Shareholders and the Supreme Court of British Columbia and to satisfying certain other conditions and provided the Board of Directors of Benton decides to proceed with the Arrangement, the Arrangement is expected to complete in January of 2025.

**BENTON RESOURCES INC.**

*/s/ "Stephen Stares"*

Stephen Stares  
President and Chief Executive Officer

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of Benton Resources Inc.:

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Company Shareholders**”) of common shares (“**Company Shares**”) of Benton Resources Inc. (the “**Company**”) will be held at 2110, 650 West Georgia Street, Vancouver, British Columbia on January 8, 2025 at 10:00 A.M. (Vancouver Time) for the following purposes:

### Annual Matters

1. to receive and consider the audited financial statements of the Company for the fiscal year ended June 30, 2024, together with the report of the auditors thereon;
2. to fix the number of directors for the ensuing year at five (5) (subject to the Board’s right to increase the Board size by one person during the ensuing year);
3. to elect the directors of the Company for the ensuing year;
4. to appoint the auditor of the Company for the ensuing fiscal year;

### Special Matter-Spin-out of Vinland Shares

5. to consider and, if deemed advisable, to approve, with or without variation, a special resolution of the Company Shareholders (the “**Spin-Out Arrangement Resolution**”) described in this information circular approving a statutory plan of arrangement (the “**Plan of Arrangement**”) to distribute to Benton Shareholders pro rata (above Minimum Lot Accounts) 2,025,126 shares of Vinland Lithium Inc. as return of capital;

### Other Matters

6. to transact such further or other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof. Management currently has no plans to introduce further business at the Meeting and is unaware of any other matter that could arise at the Meeting.

**DISSENT NOTICE.** Registered Company Shareholders have a right of dissent in respect of the proposed Plan of Arrangement and to be paid the fair value of their Company Shares in accordance with the provisions of the Plan of Arrangement governing the Arrangement and sections 237 to 247 of the BCBCA. The dissent rights are generally described in the accompanying Information Circular with a link to the foregoing statute. Failure to strictly comply with required procedure may result in the loss of any right of dissent.

**Record Date for Voting:** Only Company Shareholders of record at the close of business on November 18, 2024 will be entitled to receive notice of and vote at the Meeting. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice. It is desirable that as many Benton shares as possible be represented at the Meeting. Whether or not you expect to attend the Meeting, please exercise your right to vote. Please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose.

**Proxies:** To be valid, all instruments of proxy must be deposited at the office of the Registrar and Transfer Agent of the Company, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto,

Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment(s) or postponement(s) thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting. The Information Circular includes a form of proxy for Registered Holders or a voting instruction form for beneficial Company Shareholders.

**THE VINLAND SHARES DESCRIBED IN THE ACCOMPANYING INFORMATION CIRCULAR HAVE NOT BEEN RECOMMENDED BY THE SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES OR ANY CANADIAN SECURITIES COMMISSION OR REGULATORY AUTHORITY PASSED ON THE ACCURACY OR ADEQUACY OF THIS INFORMATION CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS PROHIBITED BY LAW.**

**DATED** at Vancouver, British Columbia this 18 day of November, 2024.

**BY ORDER OF THE BOARD**

*(signed)* "Stephen Stares"  
Stephen Stares  
CEO and Director