

BENTON RESOURCES INC.

NOTICE OF ANNUAL GENERAL MEETING

To be held on December 19, 2023

and

MANAGEMENT INFORMATION CIRCULAR

November 14, 2023

BENTON RESOURCES INC.

684 Squier St
Thunder Bay, ON P7B 4A8
Tel: (807) 475-7474
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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of the shareholders of **Benton Resources Inc.** (“Benton” or the “Company”) will be held on **December 19, 2023 at 10:00 a.m. (PST)** at **2110, 650 West Georgia Street, Vancouver, BC V6B 4N8** for the following purposes:

1. To receive the Report of the Directors;
2. To receive the financial statements of the Company and the Auditors’ report thereon for the years ended June 30, 2022 and June 30, 2023;
3. To fix the number of directors at five;
4. To elect directors for the ensuing year;
5. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors; and
6. To transact such further or other business as may properly come before the meeting and any adjournment thereof.

This notice is accompanied by a Management Information Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and, for those registered shareholders who so requested, a copy of the audited annual consolidated financial statements and management’s discussion and analysis (“MD&A”) of the Company for the years ended June 30, 2022 and June 30, 2023 (collectively, the “Meeting Materials”). Shareholders are able to request to receive copies of the Company’s annual report (including audited consolidated financial statements and MD&A) and/or interim consolidated financial report and MD&A by marking the appropriate box on the form of proxy or voting instruction form, as applicable. The audited annual consolidated financial statements and MD&A of the Company for the years ended June 30, 2022 and June 30, 2023 are being sent to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company at admin@bentonresources.ca or they can be found on SEDAR at www.sedarplus.ca or on the Company’s website at www.bentonresources.ca.

Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has, by resolution, fixed the close of business on November 14, 2023 as the record date, being the date for the determination of the registered holders of common shares

entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The Board of Directors of the Company has, by resolution, fixed 10:00 a.m. (Pacific Standard Time) on December 15, 2023 or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's transfer agent.

To Participate or submit questions during the Meeting, please refer to the following dial-in instructions:

Canada/USA: 1.866.305.1460

Access Code: 7314865#

If you have any questions relating to the Meeting, please contact the Company by calling toll-free in North America at 1-855-733-0452 or by email at admin@bentonresources.ca.

DATED at Vancouver, BC this 14th day of November, 2023.

BY ORDER OF THE BOARD
Benton Resources Inc.

“Stephen Stares”

Stephen Stares, President