21 July 2026

Dear Chess Depository Interest holder,

AUGUST 2026 SPECIAL MEETING OF SHAREHOLDERS – INFORMATION CIRCULAR AND CDI VOTING INSTRUCTION FORM

Notice is given that a Special Meeting (**Meeting**) of Shareholders, including Chess Depository Interest (**CDI**) holders, of Benz Mining Corp (ARBN 642 228 804) (**Company**) will be held as follows:

Time and date: 10:00am (Perth, Western Australia Time) on Monday, 17 August 2026

Location: Suite 23, 513 Hay Street, Subiaco WA 6008, Australia

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Information Circular to its CDI holders unless the CDI holder has made a valid election to receive documents in hard copy. Instead, the Information Circular (**Meeting Materials**) is being made available to CDI holders electronically and can be viewed and downloaded at the following link:

https://www2.asx.com.au/markets/trade-our-cash-market/announcements.bnz

For those CDI holders that have not elected to receive notices by email, a copy of your personalised CDI Voting Instruction Form is enclosed for your convenience. Please complete and return the attached CDI Voting Instruction Form to the Company's share registry, Computershare Investor Services Pty Ltd, using any of the following methods:

Online: www.investorvote.com.au

By mail: Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001, Australia

By fax: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Your CDI Voting Instruction Form must be received by **9:00am (Perth, Western Australia Time) on Wednesday, 12 August 2026**. Any CDI Voting Instruction Form received after that time will not be valid for the scheduled Meeting. The Company strongly encourages all CDI holders to submit their personalised CDI Voting Instruction Form as instructed prior to the Meeting.

The Meeting Materials should be read in its entirety. If CDI holders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you have difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Computershare Investor Services Pty Ltd, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or the Company on +61 8 6143 6702.

Yours sincerely

Oonagh Malone
Company Secretary (Australia)
Benz Mining Corp.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

OF BENZ MINING CORP.

TO BE HELD ON AUGUST 17, 2026
(Perth, Western Australian Time)

AND

MANAGEMENT INFORMATION CIRCULAR

DATED JULY 10, 2026 (Perth, Western Australian Time)

This document is important and requires your immediate attention. If you have any questions or require assistance, you should consult your investment dealer, broker, bank manager, lawyer or other professional advisor. No securities regulatory authority in Canada, Australia or the United States has expressed an opinion about, or passed upon the fairness or merits of, the transactions described in this document, or the adequacy of the information contained in this document and it is an offence to claim otherwise.

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

BENZ MINING CORP.

NOTICE OF SPECIAL MEETING

TAKE NOTICE that the Special Meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of **Benz Mining Corp.** (the "**Company**" or "**Benz**") will be held at Suite 23, 513 Hay Street, Subiaco WA 6008, Australia on:

Monday, August 17, 2026

at the hour of **10:00am (Perth, Western Australian Time)** for the following purposes:

1. to consider and, if thought fit, to pass with or without amendment, for the purposes of ASX Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Information Circular, an ordinary resolution that the Company's Shareholders ratify the issue of 32,327,587 CHESS Depositary Interests ("**CDIs**") at an issue price of A$2.32 (~C$2.20) per CDI issued as part of the Placement (as defined in the accompanying Information Circular);

2. to consider and, if thought fit, to pass with or without amendment, for the purposes of ASX Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Information Circular, an ordinary resolution that the Company's Shareholders ratify the issue of 646,552 CDIs issued to SCP Resource Finance LP as consideration for lead manager and bookrunner services to the Placement (as defined in the accompanying Information Circular);

3. to consider and, if thought fit, to pass with or without amendment, for the purposes of ASX Listing Rule 10.14, and for all other purposes, on the terms and conditions in the Information Circular, ordinary resolutions that the Company's Shareholders approve the issue of:

    a. 3,000,000 PSUs to Mr Evan Cranston;

    b. 150,000 PSUs to Mr Mathew O'Hara;

    c. 150,000 PSUs to Mr Peter Williams;

    d. 150,000 PSUs to Mr Nick Tintor; and

    e. 150,000 PSUs to Mr Nick Jolly,

    under the Omnibus Plan and on the terms and conditions set forth in the accompanying Information Circular; and

4. to transact such other business as may properly come before the Meeting.

Accompanying this Notice is the Company's management information circular dated July 10, 2026 (the "**Information Circular**") and a form of proxy or voting instruction form.

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote at the Meeting on the Shareholder's behalf. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the notes accompanying the form of proxy and then complete and return the duly completed and executed proxy form in accordance with the instructions therein. The enclosed form of proxy is solicited by the Company's 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. If you are not a registered Shareholder, more information regarding how to vote your shares is available in the Information Circular.

DATED this 10th day of July, 2026 (Perth, Western Australian Time)

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

"Evan Cranston"
Evan Cranston,
Chairman of the Board

BENZ MINING CORP.

Suite 2501-550 Burrard Street,
Vancouver, British Columbia,
V6C2B5, Canada
Phone: +1 (778) 785-3000

INFORMATION CIRCULAR

As at July 10 2026 (Perth, Western Australian Time) unless indicated otherwise

TABLE OF CONTENTS

Page

GENERAL INFORMATION

Information Contained in this Information Circular

This information circular (the “**Information Circular**”) is furnished to you in connection with the solicitation of proxies by management of Benz Mining Corp. (“**Benz**” or the “**Company**”) for use at the special meeting (the “**Meeting**”) of shareholders of the Company (“**Shareholders**”) to be held at Suite 23, 513 Hay Street, Subiaco WA 6008, Australia, on Monday, August 17, 2026 at the hour of 10:00am (Perth, Western Australian Time) and at any adjournments of the Meeting.

The information in this Information Circular is provided as of July 10, 2026 (Perth, Western Australian Time) unless indicated otherwise. No person has been authorized to give any information or make any representation in connection with matters to be considered at the Meeting other than those contained in this Information Circular and, if given or made, any such information or representation must not be relied upon as having been authorized by the Company or the management of the Company.

Shareholders should not construe the contents of this Information Circular as legal, tax or financial advice and should consult with their own legal, tax, investment, financial or other professional advisors in considering the relevant legal, tax, investment, financial or other matters contained in this Information Circular.

Capitalized terms used in this Information Circular but not otherwise defined shall have the meanings set forth under “Glossary”, except where otherwise noted.

Currency

In this Information Circular, all dollar amounts are in Canadian Dollars (C$) unless otherwise specified by “A$”, which means the dollar amounts are in Australian Dollars.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the laws of the Province of British Columbia, Canada, and the applicable securities laws of certain provinces of Canada. The proxy solicitation rules of the United States are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements under the securities laws of the provinces of Canada and the securities laws of Australia. Shareholders in the United States should be aware that disclosure requirements under the securities laws of the provinces of Canada and the securities laws of Australia differ from the disclosure requirements under United States securities laws. The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), certain of its directors and its executive officers are residents of Canada and Australia, and its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgement by a United States court.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Information Circular contains forward-looking statements that are based on the Company's current expectations and estimates of the business and management. In some cases, you can identify forward-looking statements by terminology such as "anticipate", "believe", "plan", "suggest", "estimate", "project", "indicate", "expect", "intend", "may", "should expect", "target", "will", "potential", "pro-forma" and other similar words or statements that certain events or conditions "may" or "will" occur. The forward-looking statements are not historical facts, but reflect current expectations regarding future results or events. This Information Circular contains forward-looking statements, in particular with regards to the Company's intended use of proceeds from the Placement, related exploration plans and milestones on its mineral projects, and the potential vesting of PSUs.

These forward-looking statements are based on current expectations and various estimates, factors and assumptions, and involve known and unknown risks, uncertainties and other factors. Although management of Benz believe that the assumptions made and the expectations represented by such statements are reasonable, there can be no assurance that a forward-looking statement in this Information Circular will prove to be accurate. Actual results and developments may differ materially from those expressed or implied by the forward-looking statements contained in this Information Circular and even if such actual results and developments are realized or substantially realized, there can be no assurance that they will have the expected consequences or effects.

Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results, or otherwise. Forward-looking statements are not a guarantee of future performance, and accordingly, undue reliance should not be put on such statements in this Information Circular due to the inherent uncertainty.

GLOSSARY

In this Information Circular the following capitalized words and terms shall have the following meanings:

"**Annual Financial Statements**" has the meaning ascribed to it in "*Additional Information*";

"**Annual MD&A**" has the meaning ascribed to it in "*Additional Information*";

"**ASX**" means the Australian Securities Exchange;

"**ASX Listing Rules**" means the listing rules and related guidance notes published by the ASX;

"**Award**" has the meaning ascribed to it in the Omnibus Plan;

"**Beneficial Holder**" has the meaning ascribed to it in "*Beneficial Holders*";

"**Benz**" or "**Company**" means Benz Mining Corp. (BC0924856), a company incorporated under the laws of British Columbia;

"**Board**" means the board of directors of the Company as it may be comprised from time to time;

"**CDIs**" means CHESS Depositary Interests, issued by CDN, where one CDI represents a beneficial interest in one Common Share;

"**CDI Voting Instruction Form**" has the meaning ascribed to it in "*CDI Holders*";

"**CDN**" has the meaning ascribed to it in "*CDI Holders*";

"**CDS**" means the Canadian Depository for Securities Limited;

"**CHESS**" means the Clearing House Electronic Subregister System used by the ASX to record shareholdings and manage the settlement of share transactions;

"**Common Shares**" means common shares in the capital of the Company, unless otherwise specified;

"**Computershare**" means Computershare Investor Services Inc.;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Directors**" means the directors of the Company;

"**Eastmain Gold Project**" means the Eastmain Gold Mine Property located in the Upper Eastmain greenstone belt in the James Bay District, Québec, Canada;

"**Glenburgh Project**" means the advanced exploration and development project owned by the Company, located in the Gascoyne region of Western Australia;

"**Information Circular**" means, collectively, the Notice of Meeting and this management information circular of the Company dated July 10, 2026 (Perth, Western Australian Time) prepared for the Meeting, including all schedules, appendices and exhibits hereto;

"**Intermediary**" has the meaning ascribed to it in "*Beneficial Holders*";

"**Joint Lead Managers**" has the meaning ascribed to it in Section II.2;

"**Joint Lead Managers' Mandate**" has the meaning ascribed to it in Section II.2;

"**JORC Code (2012)**" means the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves;

"**Key Management Personnel**" has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group;

"**Lead Manager CDIs**" has the meaning ascribed to it in Section II.2;

"**Management Designees**" has the meaning ascribed to it in "*Appointment of Proxyholders and Completion and Revocation of Proxies*";

"**Material Investor**" means, in relation to the Company:
(a) a related party;
(b) Key Management Personnel;
(c) a substantial Shareholder;
(d) an advisor; or
(e) an associate of the above,
who received or will receive securities in the Company which constitute more than 1% of the Company's issued capital at the time of issue;

"**Meeting**" means the special meeting of Shareholders, including any adjournment or postponement thereof, to be called and held to consider and, if thought appropriate, to approve the matters set out in the Notice of Meeting and this Information Circular;

"**Meeting Materials**" has the meaning ascribed to it in "*Beneficial Holders*";

"**Mt. Egerton Project**" means the advanced exploration and development project owned by the Company, located in the Murchison District of Western Australia;

"**Mineral Resource**" means an "inferred mineral resource", "indicated mineral resource" or "measured mineral resource", as those terms are defined under NI 43-101 or the JORC Code (2012);

"**NI 43-101**" means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*;

"**NI 51-102**" means National Instrument 51-102 – *Continuous Disclosure Obligations*;

"**NI 54-101**" means National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*;

"**Notice of Meeting**" means the notice of meeting dated July 10, 2026 (Perth, Western Australian Time) and delivered to Shareholders with this Information Circular;

"**Omnibus Plan**" means the long-term incentive plan for the Company's executive team, directors and employees approved by Shareholders at the annual general and special meeting held on December

16, 2025 (Perth, Western Australian Time);

"**Ordinary Resolution**" has the meaning ascribed to it in "*Voting of Proxies*";

"**Placement**" has the meaning ascribed to it in Section I.2;

"**Placement CDIs**" has the meaning ascribed to it in Section I.2;

"**Placement Participants**" has the meaning ascribed to it in Section I.2;

"**PSUs**" means performance share units of the Company;

"**Record Date**" means July 10, 2026 (Perth, Western Australian Time);

"**Registered Plans**" means "registered disability savings plan", "registered retirement savings plan", "registered retirement income fund", "registered education savings plan", "tax-free savings account", "first home savings account" or "deferred profit sharing plan", each as defined in the Tax Act;

"**Relevant CDI Holder**" has the meaning ascribed to it in "*CDI Holders*";

"**Report**" means a technical report in compliance with NI 43-101 or the JORC Code (2012);

"**Resolution I**" has the meaning ascribed to it in "*Particulars of Matters to be Acted Upon – I. Ratification of prior issue of Placement CDIs"*;

"**Resolution II**" has the meaning ascribed to it in "*Particulars of Matters to be Acted Upon – II. Ratification of prior issue of Lead Manager CDIs*";

"**Resolutions III(a) to (e)**" has the meaning ascribed to it in "*Particulars of Matters to be Acted Upon – III. Approval of issues of PSUs to Directors*";

"**Shareholders**" means the holders, from time to time, of Common Shares;

"**Tax Act**" means the *Income Tax Act* (Canada), as amended from time to time; and

"**TSX-V**" means the TSX Venture Exchange.

SUMMARY

The following is a summary of certain information contained in this Information Circular. Capitalized terms used in this summary have the meanings set forth under the heading "Glossary" above. This summary is not intended to be complete and is qualified in its entirety by the more detailed information and financial statements, including the notes thereto, contained elsewhere in this Information Circular and the attached schedules. Shareholders should read the entire Information Circular, including the schedules.

The Meeting

The Meeting will be held at Suite 23, 513 Hay Street, Subiaco WA 6008, Australia, on Monday, August 17, 2026 at the hour of 10:00am (Perth, Western Australian Time) and at any adjournments of the Meeting, for the purposes set forth in the Notice of Meeting. See "*General Information*" above and "*Particulars of Matters to be Acted Upon*" below.

The Record Date

Benz has fixed the close of business on July 10, 2026 (Perth, Western Australian Time) as the Record Date, being the date for the determination of the Shareholders entitled to receive notice of, and vote at, the Meeting.

The Company

Benz Mining Corp. (TSX-V:BZ, ASX:BNZ) is a mineral resource exploration company dual-listed on the TSX-V and ASX. The Company is developing the Glenburgh Project and the Mt. Egerton Project, both located in Western Australia, and also owns the Eastmain Gold Project in Quebec, which holds a significant Mineral Resource estimate.

The Placement

On January 29, 2026 (Perth, Western Australian Time), the Company announced that it had received firm commitments for a placement of 32,327,587 new fully paid CDIs at an issue price of A$2.32 (~C$2.20) per CDI to raise A$75,000,000 (~C$71,227,500) (before costs) to international and domestic institutional, sophisticated and professional investors identified by the Joint Lead Managers.

The Placement CDIs were issued under the Company's existing placement capacity under ASX Listing Rule 7.1 on February 6, 2026.

The Common Shares offered under the Placement were issued to the Placement Participants in the form of CDIs so that those investors may trade the Common Shares on ASX and settle the transactions through CHESS.

Proceeds from the Placement will be primarily used to increase activities across the Company's gold portfolio, with a focus on its 100%-owned Glenburgh Project, including towards continuation of reverse circulation and diamond drilling programs targeting resource growth, infill drilling and extension of known mineralisation at the Glenburgh Project, as well as follow-up drilling at the Mt. Egerton Project, geological and technical studies, including assay analysis, geological modelling, interpretation and targeting to support resource definition and growth, drill access preparation, heritage clearances, environmental approvals and associated field costs across the Company's project portfolio and general corporate and administrative costs to support ongoing operations and exploration activities.

Resolution I seeks the approval of Shareholders to ratify the issue of the Placement CDIs under and for the purposes of ASX Listing Rule 7.4.

Issue of CDIs to SCP Resource Finance LP

SCP Resource Finance LP and Euroz Hartleys Limited acted as lead managers and bookrunners to the Placement. As consideration for the provision of its services, the Company issued SCP Resource Finance LP with 646,552 CDIs ("**Lead Manager CDIs**").

The Lead Manager CDIs were issued under the Company's existing placement capacity under ASX Listing Rule 7.1 on February 6, 2026.

A summary of the Joint Lead Managers' Mandate is set out in Section II.2.

Resolution II seeks the approval of Shareholders to ratify the issue of the Lead Manager CDIs under and for the purposes of ASX Listing Rule 7.4.

Issue of PSUs to Directors

On May 7, 2026 (Perth, Western Australian Time), the Company announced its 2026 long-term incentive plan awards under the Omnibus Plan, proposing to grant a total of 11,355,000 PSUs. Of these, 3,600,000 PSUs are proposed to be issued to Directors, subject to Shareholder approval. The PSUs vest based on the achievement of Mineral Resource performance milestones of 2 million, 4 million and 6 million ounces of gold, at a minimum cut-off grade of 0.15 g/t, during a five-year performance period expiring on May 5, 2031.

Resolutions III(a) to (e) seek the approval of Shareholders under and for the purposes of ASX Listing Rule 10.14 to issue the following PSUs to Directors under the Omnibus Plan: 3,000,000 PSUs to Mr. Evan Cranston; 150,000 PSUs to Mr. Mathew O'Hara; 150,000 PSUs to Mr. Peter Williams; 150,000 PSUs to Mr. Nick Tintor; and 150,000 PSUs to Mr. Nick Jolly.

1 INFORMATION CIRCULAR SOLICITATION OF PROXIES BY MANAGEMENT

This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of Benz Mining Corp. (the "Company") for use at the special meeting (the "Meeting") of the shareholders of the Company (the "Shareholders") to be held at Suite 23, 513 Hay Street, Subiaco WA 6008, Australia, on Monday, August 17, 2026 at 10:00am (Perth, Western Australian Time) and at any adjournments thereof for the purposes set out in the accompanying Notice of Meeting.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally, electronically or by telephone by directors, officers, employees or consultants of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the Beneficial Holders pursuant to the requirements of NI 54-101.

The Canadian securities regulators have adopted rules under NI 54-101, which permit the use of notice-and-access for proxy solicitation, instead of the traditional physical delivery of material. This process provides the option to post meeting related materials, including management information circulars, as well as annual financial statements, and related management's discussion and analysis, on a website in addition to SEDAR+. The Company is not relying on the notice-and-access provisions of NI 54-101 to send proxy related materials to registered Shareholders or Beneficial Holders in connection with the Meeting. The Company is not sending proxy-related materials directly to "**non-objecting beneficial owners**" or "**NOBOs**" (as defined under NI 54-101), and does not intend to pay for Intermediaries to deliver to "**objecting beneficial owners**" or "**OBOs**" (as defined under NI 54-101) the proxy-related materials and voting instruction form (Form 54-101F7), and accordingly OBOs will not receive the materials unless their Intermediary assumes the costs of delivery (for more information, see "*Beneficial Holders*" below).

The Company may reimburse Shareholders' nominees or Intermediaries (including brokers or their agents holding Common Shares on behalf of clients) for the cost incurred in obtaining from their principals' authorization to execute forms of proxy or voting instructions forms. Unless otherwise stated, the information contained in this Information Circular is given as at July 10, 2026 (Perth, Western Australian Time).

Unless otherwise specified, all references to Common Shares should be read as references to CDIs (as applicable).

2 APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons named in the enclosed proxy (the "**Management Designees**") have been selected by the directors of the Company.

A Shareholder has the right to designate a person (who need not be a Shareholder), other than the Management Designees to represent the Shareholder at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the proxy the name of the person to be designated. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxyholder and attend the Meeting, and provide instructions on how the Shareholder's Common Shares are to be voted. The nominee should bring personal identification with them to the Meeting.

To be valid, the proxy must be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy). The proxy must then be delivered to the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 320 Bay Street, 14th Floor, Toronto, Ontario M5H 4A6, Canada, or by fax to 1-888-453-0330, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof. Proxies received after that time may be accepted by the Chairman of the Meeting in the Chairman's discretion, but the Chairman is under no obligation to accept late proxies.

Any registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A proxy may be revoked by a registered Shareholder personally attending at the Meeting and voting their shares. A Shareholder may also revoke their proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the registered Shareholder or by their authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company's registrar and transfer agent at the foregoing address or the registered office of the Company, at Suite 2501, Bentall 5, 550 Burrard Street, Vancouver, BC, V6C 2B5, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting, or any adjournment thereof. **Only registered Shareholders have the right to revoke a proxy. Beneficial Holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.**

3 VOTING OF PROXIES

Voting at the Meeting will be by a show of hands, each registered Shareholder and each proxyholder (representing a registered or unregistered Shareholder) having one vote, unless a poll is required or requested, whereupon each such Shareholder and proxyholder is entitled to one vote for each Common Share held or represented, respectively. Each Shareholder may instruct their proxyholder how to vote their Common Shares by completing the blanks on the proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting when a poll is required or requested and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the proxy, the Management Designees, if named as proxyholder, will vote in favour of the matters set out therein.**

The enclosed proxy confers discretionary authority upon the Management Designees, or other person named as proxyholder, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of or other matters which may come before the Meeting. If other matters properly come before the Meeting, then the Management Designees intend to vote in a manner which in their judgment is in the best interests of the Company.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**ordinary resolution**"), unless the motion requires a "**special resolution**" in which case a majority of 66 2/3% of the votes cast will be required.

4 BENEFICIAL HOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Company are “non-registered” Shareholders or “beneficial owners” as defined under NI 54-101 (“**Beneficial Holders**”), because some or all of the Common Shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered Shareholder in respect of Common Shares which are held on behalf of that person but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Beneficial Holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered Registered Plans and similar plans); or (b) in the name of a clearing agency (such as CDS) of which the Intermediary is a participant. In accordance with the requirements of NI 54-101, the Company has distributed copies of the Notice of Meeting, this Information Circular, the Proxy and financial statements request form (collectively, the “**Meeting Materials**”) directly to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

(a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company’s transfer agent as provided above; or**

(b) more typically, be given a voting instruction form **which is not signed by the Intermediary,** and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company,** will constitute voting instructions (often called a “**VIF**” or a “**proxy authorization form**”) which the Intermediary must follow. Typically, the VIF or proxy authorization form will consist of a one-page pre-printed form. Sometimes, instead of the one-page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the Common Shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the Management Designees named in the form and insert the Beneficial Holder’s name in the blank space provided. **In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

5 CDI HOLDERS

Each person who is recorded as the holder of CDIs on July 10, 2026 (Perth, Western Australian Time) in the register of holders of CDIs kept by or on behalf of the Company (each such person being a "**Relevant CDI Holder**") is entitled to instruct CHESS Depository Nominees Pty Limited ("**CDN**") or its custodian which holds the Common Shares underlying their CDIs how to vote those Common Shares on the resolutions to be considered at the Meeting. If you are a Relevant CDI Holder and wish to give such voting instructions you must complete and submit the CDI voting instruction form accompanying this Notice of Meeting ("**CDI Voting Instruction Form**") or lodge your vote online at www.investorvote.com.au using your secure access information contained in the CDI Voting Instruction Form.

For your CDI Voting Instruction Form to be valid, it must be received by Computershare by no later than 9:00 a.m. on August 12, 2026 (Perth, Western Australian Time) in order to allow CDN or its custodian which holds the underlying Common Shares sufficient time to provide voting instructions in respect of the relevant Common Shares to the Company by the proxy submission deadline of 10:00 a.m. on August 13, 2026 (Perth, Western Australian Time) or, if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in either the Province of Ontario or the Province of British Columbia) prior to the time set for the adjourned or postponed meeting, and in addition you must be a Relevant CDI Holder.

Please note that holders of CDIs are not registered holders of the Common Shares to which those CDIs relate, and therefore are not entitled to vote in person at a Meeting in their capacity as a holder of CDIs.

6 VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share structure of the Company consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. The Company has no other classes of voting securities. There are 338,895,063 issued and outstanding Common Shares as at the date of this Information Circular.

Only Shareholders of record at the close of business on July 10, 2026 (Perth, Western Australian Time), who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions detailed therein, shall be entitled to vote or to have their Common Shares voted at the Meeting.

The presence in person or by proxy of two (2) persons who are, or who represent by proxy, one or more Shareholders who, in the aggregate, hold at least five percent (5%) of the issued Common Shares entitled to be voted at the Meeting, is necessary to convene the Meeting.

To the knowledge of the directors and executive officers of the Company, as at the Record Date there are no persons who beneficially own, directly or indirectly, or exercises control or direction over, voting securities of the Company carrying 10% or more of the voting rights attached to any class of voting securities of the Company.

7 PARTICULARS OF MATTERS TO BE ACTED UPON

TO THE KNOWLEDGE OF THE COMPANY'S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

Additional details regarding each of the matters to be acted upon at the Meeting are set forth below.

I. Ratification of prior issue of Placement CDIs

At the Meeting, the Shareholders will be asked to consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

> *"That approval and ratification be given to the issue of 32,327,587 CDIs issued as part of the Placement, at the price of A$2.32 (~C$2.20) per CDI, as issued and allotted on February 6, 2026 (Perth, Western Australian Time), and that such approval and ratification be given for the purposes of ASX Listing Rule 7.4, and for all other purposes, on the terms and conditions in this Information Circular ("**Resolution I**")."*

I.1 Voting Exclusion

Pursuant to and in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the Placement, or any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the Chairman as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

  (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

I.2 General

On January 29, 2026 (Perth, Western Australian Time), the Company announced that it had received firm commitments for a placement of 32,327,587 new fully paid CDIs (the "**Placement CDIs**") in the Company at an issue price of A$2.32 (~C$2.20) per CDI to raise A$75,000,000 (~C$71,227,500) (before costs) (the "**Placement**") to international and domestic institutional, sophisticated and professional investors identified by SCP Resource Finance LP and Euroz Hartleys Limited (the "**Placement Participants**").

The Company issued the Placement CDIs under its existing placement capacity under ASX Listing Rule 7.1. The Placement CDIs were issued and allotted on February 6, 2026 (Perth, Western Australian Time).

SCP Resource Finance LP and Euroz Hartleys Limited acted as joint lead managers and joint bookrunners to the Placement. A fee equal to 4% of the gross proceeds of the Placement was payable to the Joint Lead Managers, which was paid by issuing SCP Resource Finance LP with 646,552 CDIs and by paying Euroz Hartleys Limited in cash.

Resolution I seeks the approval of Shareholders to ratify the issue of the Placement CDIs under and for the purposes of ASX Listing Rule 7.4.

I.3 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of its issued share capital it had on issue at the start of that period.

The issue of the Placement CDIs does not fit within any of the exceptions to ASX Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limits under ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue of the Placement CDIs.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1.

The issue of the Placement CDIs did not result in the Company breaching ASX Listing Rule 7.1 at the time the Placement CDIs were issued.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. To this end Resolution I seeks the approval of Shareholders to ratify the issue of 32,327,587 CDIs under and for the purposes of ASX Listing Rule 7.4.

If Resolution I is passed, the Placement CDIs will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement CDIs.

If Resolution I is not passed, the Placement CDIs will be included in the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of the Placement CDIs.

I.4 Specific information required by ASX Listing Rule 7.5

Under and for the purposes of ASX Listing Rule 7.5 the following information is provided in relation to the ratification of the issue of the Placement CDIs:

(a) the Placement CDIs were issued to the Placement Participants. None of the Placement Participants were considered to be Material Investors at the time the Placement CDIs were issued;

(b) a total of 32,327,587 Placement CDIs were issued on February 6, 2026 (Perth, Western Australian Time);

(c) the Placement CDIs were issued on the same terms as the Company's existing CDIs;

(d) the Placement CDIs were issued at A$2.32 (~C$2.20) per CDI;

(e) the proceeds from the issue of the Placement CDIs are intended to be used to significantly increase activities across its gold portfolio, with a focus on its 100%-owned Glenburgh Project, including towards continuation of reverse cycle and diamond drilling programs targeting resource growth, infill drilling and extension of known mineralisation at the Glenburgh Project, as well as follow-up drilling at the Mt. Egerton Project, geological and technical studies, including assay analysis, geological modelling, interpretation and targeting to support resource definition and growth, drill access preparation, heritage clearances, environmental approvals and associated field costs across the Company's project portfolio and general corporate and administrative costs to support ongoing operations and exploration activities;

(f) there are no additional material terms with respect to the agreements for the issue of the Placement CDIs; and

(g) a voting exclusion statement is included in the Information Circular.

Board recommendation

Resolution I is an ordinary resolution and therefore requires a majority of greater than 50% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution I.

The Management Designees recommend the Shareholders vote in favour of Resolution I. Unless otherwise instructed, the proxies solicited by management will be voted FOR Resolution I.

II. Ratification of prior issue of Lead Manager CDIs

At the Meeting, the Shareholders will be asked to consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

> *"That approval and ratification be given to the issue of 646,552 CDIs issued to SCP Resource Finance LP, as consideration for lead manager and bookrunner services for the Placement, as issued and allotted on February 6, 2026 (Perth, Western Australian Time), and that such approval and ratification be given for the purposes of ASX Listing Rule 7.4, and for all other purposes, on the terms and conditions in this Information Circular ("**Resolution II**")."*

II.1 Voting Exclusion

Pursuant to and in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this resolution by or on behalf of SCP Resource Finance LP, or any of its respective associates.

However, this does not apply to a vote cast in favour of a resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the Chairman as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

   (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

II.2 General

The Company entered into a mandate with SCP Resource Finance LP and Euroz Hartleys Limited (the "**Joint Lead Managers**") for the provision of lead manager and joint bookrunner services to the Placement (the "**Joint Lead Managers' Mandate**").

Under the Joint Lead Managers' Mandate, the Company agreed to pay the Joint Lead Managers a management fee equal to 4% of the gross proceeds of the Placement. SCP Resource Finance LP elected to take payment of its share of the management fee in the amount of 646,552 CDIs at the same issue price as the Placement (the "**Lead Manager CDIs**"). Euroz Hartleys Limited elected to take payment of its share of the management fee in cash.

Resolution II seeks the approval of Shareholders to ratify the issue of the Lead Manager CDIs under and for the purposes of ASX Listing Rule 7.4.

II.3 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of its issued share capital it had on issue at the start of that period.

The issue of the Lead Manager CDIs does not fit within any of the exceptions to ASX Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limits under ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue of the Lead Manager CDIs.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1.

The issue of the Lead Manager CDIs did not result in the Company breaching ASX Listing Rule 7.1 at the time the Lead Manager CDIs were issued.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. To this end Resolution II seeks the approval of Shareholders to ratify the issue of the Lead Manager CDIs under and for the purposes of ASX Listing Rule 7.4.

If Resolution II is passed, the Lead Manager CDIs will be <u>excluded</u> in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue of the Lead Manager CDIs.

If Resolution II is not passed, the Lead Manager CDIs will be <u>included</u> in the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of the Lead Manager CDIs.

II.4 Specific information required by ASX Listing Rule 7.5

Under and for the purposes of ASX Listing Rule 7.5 the following information is provided in relation to the ratification of the issue of the Lead Manager CDIs:

(a) the Lead Manager CDIs were issued to SCP Resource Finance LP;

(b) a total of 646,552 CDIs were issued to SCP Resource Finance LP;

(c) the Lead Manager CDIs were issued on February 6, 2026 (Perth, Western Australian Time);

(d) the Lead Manager CDIs were issued on the same terms as the Company's existing CDIs;

(e) the Lead Manager CDIs were issued at a nil issue price, in consideration for lead manager and bookrunner services provided by SCP Resource Finance LP;

(f) the purpose of issuing the Lead Manager CDIs was consideration for lead manager and bookrunner services provided by SCP Resource Finance LP;

(g) a summary of the material terms of the Joint Lead Managers' Mandate is set out at Section II.2 above; and

(h) a voting exclusion statement is included in the Information Circular.

Board recommendation

Resolution II is an ordinary resolution and therefore requires a majority of greater than 50% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution II.

The Management Designees recommend the Shareholders vote in favour of Resolution II. Unless otherwise instructed, the proxies solicited by management will be voted <u>FOR</u> Resolution II.

III. Approval of issues of PSUs to Directors

At the Meeting, the Shareholders will be asked to consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution, the following:

> *"That, pursuant to and in accordance with ASX Listing Rule 10.14, and for all other purposes, approval be given for the issue of:*
>
> *(a) 3,000,000 PSUs to Mr. Evan Cranston;*
> *(b) 150,000 PSUs to Mr. Mathew O'Hara;*
> *(c) 150,000 PSUs to Mr. Peter Williams;*
> *(d) 150,000 PSUs to Mr. Nick Tintor; and*
> *(e) 150,000 PSUs to Mr. Nick Jolly,*
>
> *under the Omnibus Plan and on the terms and conditions in this Information Circular ("**Resolutions III(a) to (e)**")."*

III.1 Voting Exclusion

Pursuant to and in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolutions III(a) to (e) (inclusive) by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Omnibus Plan, or any of their respective associates or affiliates, in particular, in relation to:

Resolution III(a): Mr. Evan Cranston, or any of his associates or affiliates;

Resolution III(b): Mr. Mathew O'Hara, or any of his associates or affiliates;

Resolution III(c): Mr. Peter Williams, or any of his associates or affiliates;

Resolution III(d): Mr. Nick Tintor, or any of his associates or affiliates; and

Resolution III(e): Mr. Nick Jolly, or any of his associates or affiliates.

However, this does not apply to a vote cast in favour of a resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the Chairman as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

  (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

III.2 General

The Company is proposing, subject to Shareholder approval, to issue up to a total of 3,600,000 performance share units ("**PSUs**") to the Directors in the following amounts:

(a) 3,000,000 PSUs to Mr. Evan Cranston;

(b) 150,000 PSUs to Mr. Mathew O'Hara;

(c) 150,000 PSUs to Mr. Peter Williams;

(d) 150,000 PSUs to Mr. Nick Tintor; and

(e) 150,000 PSUs to Mr. Nick Jolly.

The primary purpose of the proposed grant of the PSUs is to align the Company's leadership with Shareholders through clear, performance-based outcomes tied directly to the growth of the Company's Mineral Resource base.

The PSUs are to be issued under the Omnibus Plan. The terms of and certain information pertaining to the Omnibus Plan are summarised in Section III.3 and Section III.4, respectively, and the terms of the PSUs are summarised in Section III.5.

III.3 Terms of the Omnibus Plan

The purpose of the Omnibus Plan is:

(a) to develop a robust compensation policy that broadens the approach available to the Company in order to promote and align its short and long term strategic goals and objectives with performance of directors, officers and employees;

(b) to provide the Company with flexibility to prioritize issuance of Common Shares and use of cash when implementing its compensation policy; and

(c) to provide a competitive compensation package to attract, motivate and retain talent.

The Omnibus Plan is administered by the Company's Board.

A Director, Officer, Employee, Management Company Employee or Consultant (as such terms are defined in TSX-V Policy 4.4) that is a recipient of an Award granted or issued by the Company is deemed to participate in the Omnibus Plan.

Awards shall not entitle a participant to any shareholder rights (including, without limitation, voting rights, dividend entitlement or rights on liquidation) until such time as underlying Common Shares are issued to such participant; provided, other than an accrual of dividends accepted by the TSX-V. All Awards are non-assignable and non-transferable.

If a security-based Award expires or otherwise terminates for any reason, the number of Common Shares in respect to that expired or terminated security-based Award shall again be available for the purposes of the Omnibus Plan.

The Omnibus Plan may be amended or terminated by the Board at any time, but such amendments or termination will not alter the terms or conditions of any security-based Awards awarded prior to the date of such amendment or termination but with the participant's consent. Any security-based Award outstanding when the plan is amended or terminated will remain in effect until it is exercised or expires or is otherwise terminated in accordance with the provisions of the Omnibus Plan. Some amendments to the Omnibus Plan shall require the prior approval of the Company's Shareholders, as per Section 12.1 of the Omnibus Plan.

The Omnibus Plan provides that other terms and conditions, including vesting provisions, may be attached to a particular security-based Award, at the discretion of the Board. All Awards are to be evidenced by the execution of an agreement.

The Omnibus Plan provides that it is solely within the discretion of the Board to determine to whom an Award is granted, the type and number of Awards and other provisions, subject to TSX-V Policy 4.4. The Board may issue a majority of the security-based Awards to insiders of the Company. However, the maximum aggregate number of Common Shares that are issued pursuant to all Awards granted or issued to insiders (as a group), such as the Directors, shall not exceed 10% of the issued Common Shares of the Company at any point in time (unless the Company has obtained the requisite disinterested Shareholder approval pursuant to Section 5.3 of TSX-V Policy 4.4). Further, the number of Common Shares which may be issuable under the Omnibus Plan to any one optionee, other than to a consultant or employee providing investor relations activities, shall not exceed 5% (in aggregate) of the outstanding Common Shares in any 12- month period on a non-diluted basis.

Accordingly, the grant of PSUs to the Directors as set forth in this Information Circular does not require disinterested approval by the Shareholders under the Omnibus Plan or TSX-V Policy 4.4.

III.4 Omnibus Plan Information

The following table sets forth certain information pertaining to the Company's Omnibus Plan as at the financial year ended April 30, 2026:

Omnibus Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)[(1)]	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)[(2)]
Equity compensation plans approved by securityholders The Omnibus Plan 1. "Rolling" Options 2. "Fixed" Awards	6,725,000 0	C$0.38 -	26,660,724 28,943,234
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL OPTIONS **TOTAL AWARDS**	**6,725,000** **0**	**C$0.38** **-**	**26,660,724** **28,943,234**

1. Assumes the full vesting and exercise of outstanding stock options.
2. As at the financial year ended April 30, 2026 there were 333,857,248 Common Shares issued and outstanding in the authorized capital of the Company.

III.5 Terms, Conditions and Valuation of PSUs

The PSUs will vest, if at all, based upon the satisfaction of the following Mineral Resource performance milestones being achieved by the Company during the performance period expiring on May 5, 2031:

(a) one-third (1/3) of the PSUs will vest upon publication by the Company of a Report disclosing a Mineral Resource of at least 2 million ounces of gold, at a minimum cut-off grade of 0.15 g/t;

(b) an additional one-third (1/3) of the PSUs will vest upon publication by the Company of a Report disclosing a Mineral Resource of at least 4 million ounces of gold, at a minimum cut-off grade of 0.15 g/t; and

(c) an additional one-third (1/3) of the PSUs will vest upon publication by the Company of a Report disclosing a Mineral Resource of at least 6 million ounces of gold, at a minimum cut-off grade of 0.15 g/t.

No PSUs shall vest earlier than one year after the date of grant, except that the Board may in its sole discretion accelerate the vesting for a participant who dies or who ceases to be an eligible participant under the Omnibus Plan in connection with a change of control.

Each PSU shall have an initial value equal to the fair market value of a Common Share on the date of grant. After the applicable performance period has ended, the holder of PSUs shall be entitled to receive payout on the value and number of PSUs, determined as a function of the extent to which the corresponding performance criteria have been achieved.

Payment of vested PSUs shall be as determined by the Board and as set forth in the Award agreement. Subject to the terms of the Omnibus Plan, the Board will pay vested PSUs in Common Shares issued from treasury or, at the sole discretion of the Board, a cash payment equal to the value of the vested PSUs at the end of the applicable performance period. Any Common Shares may be issued subject to any restrictions deemed appropriate by the Board. The payment date for any PSUs in respect of which the Board may elect to settle in cash shall not extend beyond December 31 of the third calendar year following the calendar year in which the services giving rise to the Award were rendered.

During the period of restriction, participants holding PSUs granted hereunder may, if the Board so determines, be credited with dividends paid with respect to the underlying Common Shares or dividend equivalents while they are so held in accordance with the Omnibus Plan and otherwise in such a manner determined by the Board in its sole discretion, subject to compliance with TSX-V Policy 4.4. Dividend equivalents shall not apply to an Award unless specifically provided for in the Award agreement. The Board may apply any restrictions to the dividends or dividend equivalents that the Board deems appropriate. The Board, in its sole discretion, may determine the form of payment of dividends or dividend equivalents, including cash, Common Shares and PSUs, provided that any dividend equivalents paid in the form of additional Awards shall reduce the applicable pool of Common Shares available for issuance of Awards, and must be in accordance with the provisions of Section 4.8 of the Omnibus Plan. Any dividend equivalents not paid in cash and not within the parameters of Section 4.8 of the Omnibus Plan will be subject to the prior acceptance of the TSX-V. Further, any additional PSUs credited to the participant's account in satisfaction of payment of dividends or dividend equivalents will vest in proportion to and will be paid under the Omnibus Plan in the same manner as the PSUs to which they relate.

If a participant dies while an employee, Director of, or consultant to, the Company or an affiliate:

(a) the number of PSUs held by the participant on the termination date that have not vested shall be adjusted as set out in the applicable Award agreement (collectively referred to below as "**Deemed Awards**");

(b) any Deemed Awards shall vest immediately;

(c) any PSUs held by the participant that have vested as of the termination date and any Deemed Awards that vested in accordance with item (b) above shall be paid to the participant's estate in accordance with the terms of the Omnibus Plan and Award agreement;

(d) any settlement or redemption of any PSUs shall occur within one year following the termination date;

(e) any PSUs held by the participant that are not yet vested at the termination date and do not vest in accordance with item (b) above immediately expire and are cancelled and forfeited on the termination date and the participant will not be entitled to any compensation or damages in respect of such cancellation and forfeiture; and

(f) such participant's eligibility to receive further grants of PSUs under the Omnibus Plan ceases as of the termination date. Unless determined otherwise by the Board, or as may otherwise be set out in a participant's employment agreement, where a participant's employment or term of office or engagement terminates for any reason other than death (whether such termination occurs with or without any or adequate notice or reasonable notice, or with or without any or adequate compensation in lieu of such notice), then: (i) any PSUs held by the participant that have vested before the termination date shall be paid to the participant in accordance with the terms of the Omnibus Plan and Award agreement, and any PSUs held by the participant that are not yet vested at the termination date will be immediately cancelled and forfeited to the Company on the termination date and the participant will not be entitled to any compensation or damages in respect of such cancellation and forfeiture; (ii) the eligibility of a participant to receive further grants under the Omnibus Plan ceases as of the termination date; (iii) any settlement or redemption of any PSUs shall occur within one year following the termination date; and

(g) unless the Board, in its sole discretion, otherwise determines, at any time and from time to time, PSUs are not affected by a change of employment arrangement within or among the Company or an affiliate for so long as the participant continues to be an employee of the Company or an affiliate.

The PSUs granted may not be sold, transferred, pledged, assigned or otherwise alienated or hypothecated or disposed of by the participant, whether voluntarily or by operation of law, otherwise than by testate succession of the laws of descent and distribution, until the end of the applicable period of restriction specified in the Award agreement until the date of settlement through delivery or other payment, and any attempt to do so will cause such PSUs to be null and void. A vested PSU shall be redeemable only by the participant and, upon the death of a participant, the person to whom the rights shall have passed by testate succession or by the laws of descent and distribution may redeem any vested PSUs in accordance with the provisions of the Omnibus Plan.

The PSUs issued pursuant to Resolutions III(a) to (e) (inclusive) have been valued by the Company using Hoadley's ESO1 Model to value PSUs and, based on the price of the Company's CDIs on the ASX at the grant date of May 6, 2026 (A$2.04), together with the probability estimate of achieving the vesting conditions, the ascribed values are as follows:

Recipient	Tranche	Value per security (A$)	Number of securities	Probability (%)	Total Value (A$)
Evan Cranston	1	2.04	1,000,000	50	1,020,000
	2	2.04	1,000,000	30	612,000
	3	2.04	1,000,000	20	408,000
Mathew O'Hara	1	2.04	50,000	50	51,000
	2	2.04	50,000	30	30,600
	3	2.04	50,000	20	20,400
Peter Williams	1	2.04	50,000	50	51,000
	2	2.04	50,000	30	30,600
	3	2.04	50,000	20	20,400
Nick Tintor	1	2.04	50,000	50	51,000
	2	2.04	50,000	30	30,600
	3	2.04	50,000	20	20,400

Nick Jolly	1	2.04	50,000	50	51,000
	2	2.04	50,000	30	30,600
	3	2.04	50,000	20	20,400

III.6 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

(a) a director of the company;

(b) an associate of a director of the company; or

(c) a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of PSUs to Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor and Mr. Nick Jolly falls under ASX Listing Rule 10.14.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

Resolutions III(a) to (e) (inclusive) seek the required Shareholder approval for the proposed issue of PSUs to the Directors under and for the purposes of ASX Listing Rule 10.14.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the PSUs as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the PSUs will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1 or the maximum permitted number of equity securities issued under Listing Rule 7.2 exception 13(b).

If Resolutions III(a) to (e) (inclusive) are passed, the Company will be able to proceed with the issue of 3,600,000 PSUs to Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor or Mr. Jolly in the proportions set out above at Section III.2.

If Resolutions III(a) to (e) (inclusive) are not passed, the Company will not be able to proceed with the issue the PSUs to Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor or Mr. Nick Jolly and the Company may need to consider alternative remuneration arrangements.

Resolutions III(a) to (e) are not conditional on each other, and Shareholders may approve one or all of Resolutions III(a) to (e) (in which case, the PSUs subject to the relevant resolution will be issued), even though Shareholders have not approved all of Resolutions III(a) to (e)).

III.7 Specific information required by ASX Listing Rule 10.15

Under and for the purposes of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of PSUs:

(a) a maximum of 3,600,000 PSUs will be issued to Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor and Mr. Nick Jolly. See section III.2 above for further details regarding the maximum number of PSUs to be issued to each of Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor and Mr. Nick Jolly;

(b) each of Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor and Mr. Nick Jolly are directors of the Company and fall into the category stipulated by Listing Rule 10.14.1;

(c) each of Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor and Mr. Nick Jolly's current total remuneration packages are set out below:

Name	Fees Earned (A$)	Option-based Awards (A$)	All Other Compensation (A$)	Total (A$)
Nick Tintor	45,833	Nil	Nil	45,833
Peter Williams	45,107	Nil	Nil	45,107
Mathew O'Hara	45,107	Nil	Nil	45,107
Nick Jolly	45,107	Nil	Nil	45,107
Evan Cranston	175,231(1)	Nil	Nil	175,231

1. Consulting fees paid to Konkera Holdings Pty Ltd, a private company controlled by Mr. Evan Cranston.

(d) the Company has not previously issued equity securities under the Omnibus Plan to Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor or Mr. Nick Jolly;

(e) a summary of the material terms of the PSUs is Section III.5;

(f) the Board considers that PSUs, rather than Common Shares, are an appropriate form of incentive on the basis that:

(i) the PSUs are designed to attract, retain and reward the Directors for the achievement of share price growth, and creation of Shareholder value for the Company. The issue of the PSUs will therefore further align the interests of the Directors with Shareholders;

(ii) Shareholders can readily ascertain and understand the vesting conditions which are required to be satisfied for the PSUs to vest and the number of Common Shares to which they relate (i.e. each PSU is a right to be issued one Common Share upon the satisfaction of the vesting conditions);

(iii) the Directors will only obtain the value of the PSUs and be able to exercise the PSUs into Common Shares upon satisfaction of the vesting conditions; and

(iv) the issue of PSUs instead of cash is a prudent means of rewarding and incentivising the Directors whilst conserving the Company's available cash reserves;

(g) a valuation of the PSUs is summarised below. A more detailed valuation is set out at Section III.5:

Name	Total PSUs	Valuation (A$)
Nick Tintor	150,000	102,000
Peter Williams	150,000	102,000
Mathew O'Hara	150,000	102,000

Name	Total PSUs	Valuation (A$)
Nick Jolly	150,000	102,000
Evan Cranston	3,000,000	2,040,000
Total	**3,600,000**	**2,448,000**

(h) the Company intends to issue the PSUs to Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor and Mr. Nick Jolly by no later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);

(i) the PSUs will be issued for nil cash consideration as part of each of Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor and Mr. Nick Jolly's remuneration packages, and therefore no funds will be raised as a result of the issue;

(j) a summary of the material terms of the Omnibus Plan is detailed in Section III.3;

(k) no loan will be provided to Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor and Mr. Nick Jolly in relation to the issue of the PSUs under the Omnibus Plan;

(l) the Company notes that:

   (i) details of any securities issued under the Omnibus Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and

   (ii) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Omnibus Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule; and

(m) a voting exclusion statement is included in the Information Circular.

III.8 Board recommendation

Resolutions III(a) to (e) are **separate** ordinary resolutions and therefore require a majority of greater than 50% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board declines to make a recommendation to Shareholders in relation to Resolutions III(a) to (e) (inclusive) due to their material personal interests in the outcome of the resolutions.

The Management Designees recommend the Shareholders vote in favour of Resolutions III(a) to (e) (inclusive). Unless otherwise instructed, the proxies solicited by management will be voted <u>FOR</u> Resolutions III(a) to (e) (inclusive).

8 INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set forth below, no insider of the Company and no associate or affiliate of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

Each of Mr. Evan Cranston, Mr. Mathew O'Hara, Mr. Peter Williams, Mr. Nick Tintor and Mr. Nick Jolly, as Directors of the Company, are "informed persons" with respect to the Company (as defined in NI 51-102) and have a material interest with respect to the proposed issue of PSUs to them in accordance with Resolutions III(a) to (e).

9 INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, of any person or company who has been: (a) if the solicitation is made by or on behalf of management of the Company, a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) if the solicitation is made other than by or on behalf of management of the Company, any person or company by whom or on whose behalf, directly or indirectly, the solicitation is made; (c) any proposed nominee for election as a director of the Company; or (d) any associate or affiliate of any of the foregoing persons or companies.

10 OTHER MATTERS

Management of the Company knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

11 ADDITIONAL INFORMATION

Financial information of the Company is provided in the audited annual financial statements of the Company for the financial year ended April 30, 2025 (the "**Annual Financial Statements**"), and the accompanying management discussion and analysis for the year ended April 30, 2025 (the "**Annual MD&A**"). More recent financial information of the Company, for the financial year ended April 30, 2026, and the accompanying management's discussion and analysis for the financial year ended April 30, 2026, are expected to be available before the Meeting and filed under the Company's issuer profile on SEDAR+ (at www.sedarplus.ca) on or before July 29, 2026.

Under NI 51-102, any person or company who wishes to receive the Annual Financial Statements and the Annual MD&A from the Company may deliver a written request for such material to the Company or the Company's agent, together with a signed statement that the persons or company is the owner of securities of the Company. Shareholders who wish to receive financial statements are encouraged to send the enclosed mail card, together with the completed form of proxy, in the addressed envelope provided, to the Company's registrar and transfer agent, Computershare Investor Services Inc., 320 Bay Street, 14th Floor, Toronto, Ontario M5H 4A6, Canada.

Shareholders may obtain copies of the Company's financial statements and related management discussion and analyses by contacting the Company at info@benzmining.com or by telephone at +61 8 6143 6702. Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

12 GENERAL

Unless otherwise specified, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting. Where information contained in this Information Circular rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

The contents of this Information Circular have been approved and this mailing has been authorized by the Directors of the Company.

DATED as of the 10th day of July, 2026 (Perth, Western Australian Time).

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

"Evan Cranston"
Evan Cranston,
Chairman of the Board

BENZ MINING CORP.

ARBN 642 228 804

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9:00 a.m. (Perth, Western Australia Time) on August 12, 2026.**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at July 10, 2026 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188884

SRN/HIN:

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

CDI Voting Instruction Form

Please mark [X] to indicate your directions

Step 1 CHESS Depositary Nominees Pty Ltd will vote as directed

Voting Instructions to CHESS Depositary Nominees Pty Ltd

At the Special Meeting of Benz Mining Corp to be held at Suite 23, 513 Hay Street, Subiaco WA 6008, Australia on August 17, 2026 at 10:00 a.m. (Perth, Western Australia Time) and at any adjournment of that meeting, I/We being a holder of CHESS Depositary Interests of Benz Mining Corp, hereby:

Please mark box A **OR** B with an 'X'

A [ ] direct CHESS Depositary Nominees Pty Ltd (CDN) to appoint the Chairman of the Meeting to vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below to attend and vote the shares underlying my/our holding

OR

B [ ] direct CDN to appoint the following person to vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below to attend and vote the shares underlying my/our holding.

If you instruct CDN to direct a Proxy to vote and do not mark either the "FOR", "AGAINST" or "WITHHOLD" box, your vote will not be counted as a vote cast.

Step 2 Items of Business

THE VOTING RECOMMENDATION FOR EACH ITEM IS "FOR".

1. Ratification of Prior Issue of Placement CDIs under ASX Listing Rule 7.4
To consider and, if thought fit, to pass with or without amendment, for the purposes of ASX Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Information Circular, an ordinary resolution that the Company's Shareholders ratify the issue of 32,327,587 CHESS Depositary Interests ("**CDIs**") at an issue price of A$2.32 (~C$2.20) per CDI issued as part of the Placement.

For	Against	Withhold
[ ]	[ ]	[ ]

2. Ratification of Prior Issue of Lead Manager CDIs under ASX Listing Rule 7.4
To consider and, if thought fit, to pass with or without amendment, for the purposes of ASX Listing Rule 7.4 and for all other purposes, on the terms and conditions in the accompanying Information Circular, an ordinary resolution that the Company's Shareholders ratify the issue of 646,552 CDIs issued to SCP Resource Finance LP as consideration for lead manager and bookrunner services to the Placement.

For	Against	Withhold
[ ]	[ ]	[ ]

3. Approval of Issues of Performance Share Units to Directors under ASX Listing Rule 10.14
To consider and, if thought fit, to pass with or without amendment, for the purposes of ASX Listing Rule 10.14, and for all other purposes, on the terms and conditions in the Information Circular, ordinary resolutions that the Company's shareholders approve the issue of:

	For	Against	Withhold
3a. 3,000,000 PSUs to Mr. Evan Cranston;	[ ]	[ ]	[ ]
3b. 150,000 PSUs to Mr. Mathew O'Hara;	[ ]	[ ]	[ ]
3c. 150,000 PSUs to Mr. Peter Williams;	[ ]	[ ]	[ ]
3d. 150,000 PSUs to Mr. Nick Tintor; and	[ ]	[ ]	[ ]
3e. 150,000 PSUs to Mr. Nick Jolly,	[ ]	[ ]	[ ]

under the Omnibus Plan and on the terms and conditions set forth in the accompanying Information Circular.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

BNZ

computershare

BENZ MINING CORP.

Computershare
320 Bay Street, 14th Floor
Toronto, ON M5H 4A6
www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Special Meeting to be held on August 17, 2026 (Perth, Western Australia Time)

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. **Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management, including without limitation the accompanying management information circular dated July 10, 2026 (the "Information Circular"). Capitalized terms used in this proxy that are not otherwise defined have the meaning ascribed to such term in the Information Circular.

Fold

Proxies submitted must be received by 10:00 a.m. Perth, Western Australia Time, on August 13, 2026.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free

To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?** Scan the QR code to vote now.

To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.
Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

026V2A

Appointment of Proxyholder

I/We being holder(s) of securities of Benz Mining Corp. (the "Company") hereby appoint: Evan Cranston, Chairman of the Board of the Company, or failing this person, Mathew O'Hara, Director of the Company (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Special Meeting of shareholders of the Company to be held at Suite 23, 513 Hay Street, Subiaco WA 6008, Australia on August 17, 2026 at 10:00 a.m. (Perth, Western Australia Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

	For	Against	Withhold
1. Ratification of Prior Issue of Placement CDIs under ASX Listing Rule 7.4 To consider and, if thought fit, to pass with or without amendment, for the purposes of ASX Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Information Circular, an ordinary resolution that the Company's Shareholders ratify the issue of 32,327,587 CHESS Depositary Interests ("**CDIs**") at an issue price of A$2.32 (~C$2.20) per CDI issued as part of the Placement.	☐	☐	☐
2. Ratification of Prior Issue of Lead Manager CDIs under ASX Listing Rule 7.4 To consider and, if thought fit, to pass with or without amendment, for the purposes of ASX Listing Rule 7.4 and for all other purposes, on the terms and conditions in the accompanying Information Circular, an ordinary resolution that the Company's Shareholders ratify the issue of 646,552 CDIs issued to SCP Resource Finance LP as consideration for lead manager and bookrunner services to the Placement.	☐	☐	☐
3. Approval of Issues of Performance Share Units to Directors under ASX Listing Rule 10.14 To consider and, if thought fit, to pass with or without amendment, for the purposes of ASX Listing Rule 10.14, and for all other purposes, on the terms and conditions in the Information Circular, ordinary resolutions that the Company's shareholders approve the issue of:			
3a. 3,000,000 PSUs to Mr. Evan Cranston;	☐	☐	☐
3b. 150,000 PSUs to Mr. Mathew O'Hara;	☐	☐	☐
3c. 150,000 PSUs to Mr. Peter Williams;	☐	☐	☐
3d. 150,000 PSUs to Mr. Nick Tintor; and	☐	☐	☐
3e. 150,000 PSUs to Mr. Nick Jolly,	☐	☐	☐

under the Omnibus Plan and on the terms and conditions set forth in the accompanying Information Circular.

Fold

Fold

Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.**
If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.

Signature(s)

Signing Capacity

Date

DD / MM / YY

ZBNQ 394962 AR0

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