

ARES STRATEGIC MINING INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders of the common shares (collectively, the “**Shareholders**” or individually, a “**Shareholder**”) of Ares Strategic Mining Inc.. (the “**Corporation**”) will be held at the Corporation office at 409 Granville Street, Suite 1001, Vancouver, BC, V6C 1T2 on Wednesday, June 3, 2020 at the hour of 10:00 AM, local time for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended September 30, 2019, together with the report of the auditor thereon;
2. to elect the directors of the Corporation to hold office for the ensuing year;
3. to appoint Manning Elliott LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix its remuneration;
4. to consider and, if thought appropriate, pass with or without variation, a resolution authorizing the Board of Directors to approve L&S International Trading Limited as a new Control Person (as defined in the policies of the TSX Venture Exchange), as more fully described in the Circular;
5. to consider and, if thought appropriate, pass with or without variation, a resolution approving the Corporation’s rolling stock option plan, as more fully described in the accompanying Circular; and
6. to transact such other business as may properly be brought before the meeting or any adjournment for adjournments thereof.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Corporation’s transfer agent and registrar, TSX Trust Company, by mail or by hand at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 1S3, by fax at 1-416-595-9593 on or before 10:00 AM on Monday, June 1, 2020 or deliver it to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting.

Shareholders who are unable to be present personally at the Meeting are urged to sign, date and return the enclosed form of proxy in the envelope provided for that purpose. If you plan to be present personally at the Meeting, you are requested to bring the enclosed form of proxy for identification. The record date for the determination of those Shareholders entitled to receive the Notice of Annual and Special Meeting of Shareholders and to vote at the Meeting was the close of business on Friday, April 24, 2020

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees, communities and other stakeholders, meeting participants are encouraged not to attend in person. Rather, participants are encouraged to vote on the matters before the meeting by proxy and to join the meeting by teleconference. To access the meeting by teleconference, dial toll free at 1-877-860-3058, Access Code: 714-598-4711

DATED at Vancouver, British Columbia as of this 24 day of April, 2020

BY ORDER OF THE BOARD

“James Walker”

James Walker
President & CEO