



ARES STRATEGIC MINING INC.

Annual and Special Meeting Minutes

409 Granville Street, Suite 1001

Vancouver, BC V6C 1T2

June 3, 2020

MANAGEMENT: James Walker - President & CEO, Raul Sanabria - VP Exploration

Officer: Tom Klaimanee – Corporate Secretary

Guest: Kieran Webb - TSX Trust

1. CALL TO ORDER

The meeting was called to order at 10:02 am. James Walker acted as Chairman of the meeting. Tom Klaimanee acted as Secretary and Scrutineer. The Chairman confirmed that the meeting materials has been mailed to the shareholders of record as of the close of business on April 24, 2020 and asked the secretary to keep the Proof of mailing with the records of this meeting.

2. QUORUM

Scrutineer reported that 21,940,920 shares or 37.88% of outstanding shares represented at the meeting. The Chairman declared that the quorum has been met and the meeting is constituted.

3. PRESENTATION OF AUDITED FINANCIAL STATEMENTS AND REPORT OF AUDITOR

The Chairman believed that each registered shareholder has had an opportunity to examine the statements and the auditor report and asked that the statements and the report be taken.

4. ELECTION OF DIRECTORS

The Chairman opened for nominations of Directors. Tom Klaimanee nominated Basil Botha, Paul Sarjeant, Michael Hepworth, Changxian Li, Karl Marek, Raul Sanabria and James Walker as Directors of the Corporation. There were no further nominations.

The Chairman reported the results from the votes received in accordance with specific voting instructions from the shareholders and the votes recommended by the management that Basil Botha and Michael Hepworth did not receive enough vote and will not be elected.

The Chairman declared Paul Sarjeant, Changxian Li, Karl Marek, Raul Sanabria and himself as Directors of the Corporation.

5. APPOINTMENT OF AUDITOR

All in favour. The Chairman declared that MNP LLP Chartered Professional Accountants is duly appointed as Auditor of the Corporation, and that the Directors of the Corporation be authorized to fix the remuneration to be paid to the Auditor.

6. APPROVAL OF A NEW CONTROL PERSON

The Scrutineer reported that 21,898,247 shares or 99.81% voted for the resolution. The affirmative vote was received and sufficient for approval.

The Chairman declared that a resolution authorizing the board of directors to approve L&S International Trading Limited as the new control person has been passed by the votes at this meeting. The resolution was authorized and approved.

7. APPROVAL OF STOCK OPTION PLAN

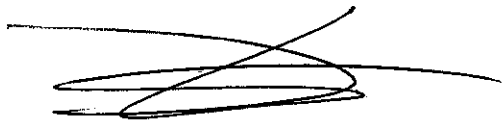
The Scrutineer reported that 21,871,122 shares or 99.68% voted for the plan. The affirmative vote was received and sufficient for approval.

The Chairman stated that the Option Plan Resolution approving the Corporation's Stock Option Plan has been passed by the votes at this meeting and declared that the rolling Stock Option Plan of the Corporation is authorized and approved.

8. TERMINATION OF MEETING

The Chairman stated that the official business of the meeting has been concluded and there were no other business and asked to conclude the meeting.

All in favour. The meeting adjourned at 10.10 AM.



James Walker

Chairman



Tom Klaimanee

Corporate Secretary