

**ARES STRATEGIC MINING INC.**  
409 Granville Street, Suite 1001  
Vancouver, BC, V6C 1T2

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

TO 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, July 7, 2021 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, 2020, 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 of disinterested Shareholders authorizing the purchase of a fluorspar lumps plant by the Corporation, as more fully described in the Circular (the “Circular”);
5. to consider and, if thought appropriate, pass with or without variation, a resolution of a majority of the minority of Shareholders authorizing the Corporation to delist the Common Shares from trading on the TSX Venture Exchange, as more fully described in the Circular;
6. 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
7. to transact such other business as may properly be brought before the meeting or any adjournment for adjournments thereof 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

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of Meeting (the “**Notice of Meeting**”).

The board of directors of the Corporation has fixed June 1, 2021 as the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

If you are a registered Shareholder of the Corporation and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary

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 1 day of June, 2021

BY ORDER OF THE BOARD OF DIRECTORS OF  
ARES STRATEGIC MINING INC.

*“James Walker”*

James Walker  
President and Chief Executive Officer

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING BY TELECONFERENCE, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED**