



**ARES STRATEGIC MINING INC.**

Annual and Special Meeting Minutes

At Clark Wilson LLP office

885 W. Georgia Street, Suite 900

Vancouver, BC V6C 3G1

November 23, 2022

**MANAGEMENT:** James Walker - President & CEO, Viktoriya Griffin - CFO

**Officer:** Tom Klaimanee – Corporate Secretary

**Shareholders:** Colin and Brenda Marks, Max Feldman, Rupert Whiting

**Guest:** Deanna Guilfoyle - TSX Trust, Mauro Palumbo - Clark Wilson LLP

**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. Deanna Guilfoyle acted as Scrutineer. The Chairman confirmed that the meeting materials has been mailed to the shareholders of record as of the close of business on October 24, 2022 and asked the secretary to keep the Proof of mailing with the records of this meeting.

**2. QUORUM**

Scrutineer reported that 50,474,358 shares or 36.63% of outstanding shares represented at the meeting. The Chairman declared that the quorum has been met and the meeting is constituted.

**3. APPROVAL OF PLAN OF ARRANGEMENT**

The Scrutineer reported that the plan received 30,739,637 shares or 97.17% voted for and received 21,721,849 or 96.05% voted for from Majority of Minority. The affirmative vote was received and sufficient for approval.

The Chairman declared that the plan of arrangement resolution has been passed by the votes at this meeting. The resolution was authorized and approved.

**4. 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.

## **5. NUMBER OF DIRECTORS**

The Scrutineer reported that 31,086,773 shares or 98.27% voted for the resolution. The affirmative vote was received and sufficient for approval.

The Chairman declared that the resolution to set the number of directors at five has been passed by the votes at this meeting. The resolution was authorized and approved.

## **6. ELECTION OF DIRECTORS**

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

The Scrutineer reported that Bo Li received 30,896,495 shares or 97.67% voted for, Paul Sarjeant received 30,856,155 shares or 97.54% voted for, Changxian Li received 30,077,777 shares or 95.08% voted for, Raul Sanabria received 30,993,005 shares or 97.97% voted for and James Walker received 30,855,175 shares or 97.54% voted for. The affirmative vote was received and sufficient.

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

## **7. APPOINTMENT OF AUDITOR**

The Scrutineer reported that 50,122,306 shares or 99.49% voted for the resolution. The affirmative vote was received and sufficient for approval.

The Chairman declared that Manning Elliott LLP 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.

## **8. APPROVAL OF ARES EQUITY INCENTIVE PLAN**

The Scrutineer reported that 30,089,096 shares or 95.12% voted for the resolution. The affirmative vote was received and sufficient for approval.

The Chairman declared that a resolution to approve ARES' EQUITY INCENTIVE PLAN is hereby authorized and approved.

## **9. APPROVAL OF ENYO EQUITY INCENTIVE PLAN**

The Scrutineer reported that 30,171,496 shares or 95.38% voted for the resolution. The affirmative vote was received and sufficient for approval.

The Chairman declared that a resolution to approve ENYO EQUITY INCENTIVE PLAN is hereby authorized and approved.

## 10. APPROVAL OF THE CONTINUATION

The Scrutineer reported that 31,207,649 shares or 98.65% voted for the resolution. The affirmative vote was received and sufficient for approval.

The Chairman stated that the Continuation of ARES into the Province of British Columbia from the Province of Ontario is hereby authorized and approved.

## 11. 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 10.17 AM.

"James Walker"

James Walker

Chairman

"Tom Klaimanee"

Tom Klaimanee

Corporate Secretary