

BENZ MINING CORP.
(the “Company”)

**Annual General and Special Meeting of Shareholders Held on
Tuesday December 17, 2024**
(the “Meeting”)

Report of Voting Results

In accordance with section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, this report briefly describes the matters voted upon and the outcome of the votes at the Meeting. Reference is made to the Management Information Circular of the Company dated November 15, 2024 (the “**Circular**”) for details on these matters.

41,010,211 common shares of the Company (“**Common Shares**”) were represented at the Meeting in person or by proxy, representing 24.25% of the 169,138,794 issued and outstanding Common Shares as at the record date of the Meeting. The voting results were as follows:

1. Setting the number of Directors

The resolution to set the number of directors of the Company at four (4) was approved.

2. Election of Directors

As more particularly described in the Circular, there were four nominees to the Company’s board of directors: Evan Cranston, Mathew O’Hara, Nicholas Tintor and Peter Williams.

Pursuant to the votes cast by shareholders present at the Meeting in person or by proxy, Evan Cranston, Mathew O’Hara, Nicholas Tintor and Peter Williams were elected as directors of the Company for the ensuing year.

The voting results in respect of the election of the Company’s directors was as follows:

Nominee	Votes For	% of Votes For	Votes Withheld	% of Votes Withheld
Evan Cranston	41,007,211	99.99%	3,000	0.01%
Mathew O’Hara	41,007,211	99.99%	3,000	0.01%
Nicholas Tintor	41,007,211	99.99%	3,000	0.01%
Peter Williams	41,007,211	99.99%	3,000	0.01%

3. Appointment of Lancaster & David as the Company's Auditors

The appointment of Lancaster and David, Chartered Professional Accountants as the auditors of the Company, to hold office until the next annual meeting of shareholders of the Company, and the authorization of the directors of the Company to fix the remuneration for the auditors, was approved.

4. Re-Approval of Omnibus Equity Incentive Compensation Plan

Pursuant to the votes cast by shareholders present at the Meeting in person or by proxy, the Company's omnibus equity incentive plan was adopted and re-approved.

5. Approval of 10% Placement Facility

Pursuant to the votes cast by shareholders present at the Meeting in person or by proxy, it was approved that the Company have the additional capacity to issue equity securities provided for in ASX Listing Rule 7.1A on the terms and conditions in the Circular.

6. Ratification of Prior Issue of Common Shares

Pursuant to the votes cast by shareholders present at the Meeting in person or by proxy, it was resolved that the prior issue of 18,181,820 Common Shares is ratified under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Circular.

7. Approval of the issue of Common Shares to Spartan Resources Limited ("Spartan")

Pursuant to the votes cast by shareholders present at the Meeting in person or by proxy, it was resolved that the issuance of 33,000,000 Common Shares to Spartan is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Circular.

8. Approval of the Issuance of Milestone Consideration Shares

Pursuant to the votes cast by shareholders present at the Meeting in person or by proxy, it was resolved that the issuance of 68,181,818 Common Shares to Spartan is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Circular.

9. Approval of the Transaction and Creation of New Control Person

Pursuant to the votes cast by shareholders present at the Meeting in person or by proxy, it was resolved that the acquisition transaction of all the issued and outstanding shares of Gascoyne Resources (WA) Pty Ltd (ACN 139 823 822) and Egerton Exploration Pty Ltd (ACN 163 614 551), from Spartan, pursuant to the terms of a share purchase agreement dated November 4, 2024 between the Company and Spartan (the "Purchase Agreement") (the "Transaction"), be approved.

Pursuant to the votes cast by shareholders present at the Meeting in person or by proxy, it was resolved that the creation of a new "Control Person" of the Company, being Spartan, as a result of (i) the issuance of up to 33,000,000 Common Shares (defined as Consideration Shares under the Purchase Agreement) in the capital of the Company to Spartan at closing of the Transaction, and (ii) the issuance of up to 68,181,818 Common Shares (defined as Milestone Consideration Shares under the Purchase Agreement) to Spartan in accordance with the terms and conditions of the Purchase Agreement, be approved.

BENZ MINING CORP.

Per: "*Evan Cranston*"
Evan Cranston
Chairman of the Board