

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Benjamin Hill Mining Corp. (the "Issuer").

Trading Symbol: BNN

Issued and Outstanding Securities of the Issuer Prior to Transaction: 70,663,873

Date of News Release Fully Disclosing the Transaction: Feb 21 2024

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Issuer entered into a market making services agreement (the "Agreement") with Independent Trading Group (ITG), Inc. ("ITG") dated February 20, 2024 whereby ITG would provide the following marking making services to the Issuer: (a) enhance market depth and contribute to the market liquidity of the Securities by entering orders on two sides of the book; (b) add stability and efficiency to the market for the Securities and increase the efficiency of the Price Discovery Mechanism; (c) act as a liaison to the Company by providing information to the Company regarding the trading pattern of the Securities on the Exchanges; and (d) enter orders to maintain a reasonable spread, as determined by the Market Maker in its sole discretion, between the bid price and ask price of the Securities when natural market liquidity is not present. If the price of the Securities stabilizes and there are sufficient buyers and sellers on both sides of the market, the Market Maker will not carry out market making activities at a level that materially affects the market (the "Services"). Such Services will be provided pursuant to the terms and conditions of the Agreement. The Agreement continues for a term of one month and automatically renews unless terminated by either of the parties pursuant to the Agreement.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9

- (a) Total aggregate consideration in Canadian dollars: \$7,000 per month .
- (b) Cash: \$7,000 per month .
- (c) Other: _____ .
- (d) Work commitments: _____ .
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Arm's length negotiation between the parties.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A .
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A .
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A .
- (b) Cash _____ .
- (c) Other _____ .
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. No relationship .

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated Feb 21, 2024.

Cole McClay

Name of Director or Senior
Officer

/s/ "Cole McClay"

Signature

CEO

Official Capacity