

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: BNN

Date: January 30, 2024

1. New Options Granted:

Date of Grant: January 22, 2024

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Russell Ball	Consultant	No	500,000	0.53	January 22, 2029	Nil

Total Number of optioned shares proposed for acceptance: 500,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Greg Bronson	444,105	\$0.25	July 22, 2020	July 22, 2025
Tyrone McClay	600,000	\$0.59	February 18, 2021	February 18, 2026
Juan J. Duarte Bravo	350,000	\$0.59	February 18, 2021	February 18, 2026
Sergio Trelles	350,000	\$0.59	February 18, 2021	February 18, 2026
Cole McClay	600,000	\$0.59	February 18, 2021	February 18, 2026

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Macario Rocha- Rocha	100,000	\$0.43	October 25, 2021	October 25, 2026
Christian St. Clair	50,000	\$0.43	October 25, 2021	October 25, 2026
Sergio Garcia	50,000	\$0.43	October 25, 2021	October 25, 2026
Tomas Tapia	30,000	\$0.43	October 25, 2021	October 25, 2026
Emanuel Garcia	15,000	\$0.43	October 25, 2021	October 25, 2026
Cesar Virto	30,000	\$0.43	October 25, 2021	October 25, 2026
Joshy Morles	15,000	\$0.43	October 25, 2021	October 25, 2026
Edgar L. Navarro	20,000	\$0.43	October 25, 2021	October 25, 2026
Viridiana Lagarda	30,000	\$0.43	October 25, 2021	October 25, 2026
Jorge I. del Toro	10,000	\$0.43	October 25, 2021	October 25, 2026
Alfredo Morales	10,000	\$0.43	October 25, 2021	October 25, 2026
Lucina Ruiz	15,000	\$0.43	October 25, 2021	October 25, 2026
Cole McClay	480,000	\$0.44	February 21, 2022	February 21, 2027
Tyrone McClay	500,000	\$0.44	February 21, 2022	February 21, 2027
Axis Capital Ventures Corp	500,000	\$0.44	February 21, 2022	February 17, 2027
John Minns	25,000	\$0.50	April 14, 2022	April 14, 2025
Cole McClay	800,000	\$0.26	November 1, 2023	November 1, 2028
Greg Bronson	100,000	\$0.26	November 1, 2023	November 1, 2028
Juan J. Duarte Bravo	100,000	\$0.26	November 1, 2023	November 1, 2028
Tyrone McClay	800,000	\$0.26	November 1, 2023	November 1, 2028
Lorne Warner	800,000	\$0.26	November 1, 2023	November 1, 2028
3 Oaks Investment Inc.	200,000	\$0.26	November 1, 2023	November 1, 2028
Johnathan More	800,000	\$0.26	November 1, 2023	November 1, 2028
Saulnier Business Consulting LLC	300,000	\$0.26	November 1, 2023	November 1, 2028
TOTAL:	8,124,105			

- (1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.
- (b) State the date of the news release announcing the grant of options.
- (c) State the total issued and outstanding share capital at the date of grant or amendment.
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

4. 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. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated January 30, 2024.

Cole McClay

Name of Director or Senior
Officer

"Cole McClay"

Signature

CEO

Official Capacity