



**HONEY BADGER EXPLORATION INC.  
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the **Annual and Special Meeting of Shareholders** (the “**Meeting**”) of Honey Badger Exploration Inc. (the “**Corporation**”) will be held at the offices of Wildeboer Dellelce LLP at Suite 800 - 365 Bay Street, Toronto, Ontario, M5H 2V1, at 11:00 a.m. (Toronto time) on September 30, 2020 for the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the fiscal year ended December 31, 2019 and the Auditors’ Report thereon and the interim report for the quarter ended March 31, 2020;
2. **TO ELECT** the directors of the Corporation for the ensuing year;
3. **TO APPOINT** the auditors of the Corporation and to authorize the board of directors to fix their remuneration;
4. **TO CONSIDER**, and if deemed advisable, pass a special resolution, substantially in the form set out in the accompanying information circular, approving the proposed name change of the Corporation, as described more fully in the accompanying information circular;
5. **TO CONSIDER**, and if deemed advisable, pass a special resolution, substantially in the form set out in the accompanying information circular, approving the proposed consolidation of the common shares of the Corporation, as described more fully in the accompanying information circular;
6. **TO CONSIDER**, and, if deemed advisable, to pass an ordinary resolution authorizing the Corporation, in accordance with applicable TSX Venture Exchange policies, to continue the use of the Corporation’s 10% rolling stock option plan;
7. **TO CONSIDER**, and, if deemed advisable, to pass an ordinary resolution authorizing the creation of a new “control person” within the meaning of applicable TSX Venture Exchange policies; and
8. **TO TRANSACT** such other business as may properly be brought before the Meeting or any adjournment thereof.

**The Corporation is committed to safeguarding the health and well-being of our employees, customers, shareholders and the community. In light of the novel coronavirus outbreak (COVID-19) and consistent with the latest guidance from public health and government authorities, this year’s Meeting will be available to our shareholders in a virtual format, by way of a live webcast. While we will also be holding the Meeting at the address noted above, the Corporation strongly encourages all shareholders to vote their shares in advance of the Meeting and to attend the Meeting via videoconference at <https://global.gotomeeting.com/join/526503293> rather than attending in person. You can also dial in by telephone using the following numbers: in Canada dial 1-(647) 497-9391 and in the United States dial 1(646) 749-3129 and use access code 526-503-293. The Board and management will address the meeting and Shareholders will be able to listen and ask questions at the meeting in real time via the Internet. Voting in advance of the Meeting in accordance with the instructions set out on your form of proxy or voting instruction form will ensure your votes are counted at the Meeting, and participating via videoconference or telephone will help safeguard your health and the health of the Corporation’s personnel and the community generally.**

**Your are encouraged to make sure that your votes are represented at the meeting. Additional information on how to attend the virtual meeting and to vote your shares in advance of the Meeting is enclosed. Please take the time to vote using the proxy form or voting instruction form sent to you in accordance with the instructions thereon so that your shares are voted according to your instructions and represented at the Meeting.**

The Corporation has determined to deliver this notice of meeting and the accompanying Management Information Circular and form of proxy (collectively, the “**Meeting Materials**”) to shareholders by posting the Meeting Materials online at <https://docs.tsxtrust.com/2135>. If in accordance with the notice and access notification mailed to shareholders of the Corporation. The use of the notice and access procedures under applicable securities laws will significantly reduce the Corporation’s printing and mailing costs. The Meeting Materials will also be available under the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com). All shareholders of the Corporation will receive a notice and access

notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials can request them from the Corporation by calling toll-free at 1-866-600-5869. The Corporation will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting.

The board of directors has fixed August 20, 2020, as the record date for determining the Shareholders who are entitled to receive notice and to vote at the meeting. Only shareholders of record at the close of business on August 20, 2020 will be entitled to receive notice of and vote at the Meeting.

Particulars of the foregoing matters are set forth in the accompanying management information circular.

The annual report of the Corporation, including the audited financial statements of the Corporation as at and for the year ended December 31, 2019 and the report of the auditor of the Corporation thereon and the interim unaudited financial report for the period ended March 31, 2020, can be viewed on the Corporation's website at <https://docs.tsxtrust.com/2135> and on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the accompanying form of proxy in the enclosed return envelope. All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be delivered to the TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, by 5:00 p.m. ET on September 28, 2020.

DATED this 21<sup>st</sup> day of August, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Chad Williams"* \_\_\_\_\_  
Chad Williams, Interim Chief Executive Officer