



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Honey Badger Silver Inc. (the “**Corporation**”) will be held in the offices of Stikeman Elliott LLP located at 1700 – 666 Burrard Street, Vancouver, British Columbia on February 14, 2025, at the hour of 10:00 a.m. (Pacific) for the following purposes:

1. to have placed before the Meeting the audited financial statements of the Corporation for the fiscal year ended December 31, 2023, together with the auditors’ report thereon;
2. to set the number of directors at six (6) for the ensuing year;
3. to elect directors for the ensuing year;
4. to re-appoint Jones & O’Connell LLP, Chartered Professional Accountants as auditors for the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
5. to consider and, if thought fit, ratify, confirm and approve, by ordinary resolution the renewal of the Corporation’s Option Plan as set out in the accompanying Management Information Circular;
6. to consider and, if thought fit, ratify, confirm and approve, by ordinary resolution the Corporation’s Equity Incentive Plan as set out in the accompanying Management Information Circular;
7. to consider and, if thought fit, with or without variation, the Potential Control Person Resolution, the full text of which is set forth in Item 7 of the accompanying Management Information Circular, to have disinterested shareholders approve the potential creation of a control person; and
8. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be addressed at the meeting and is deemed to form part of this Notice.

The board of directors (the “**Board**”) of the Corporation has fixed January 10, 2025, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are encouraged to read, complete, sign, date and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice. Please advise the Corporation of any change in your mailing address. The Management Information Circular is available on the Corporation’s profile on SEDAR+ at www.sedarplus.ca and on the Corporation’s web site at www.honeybadgersilver.com.

Shareholders should read the notes to the Proxy and complete and return the Proxy to the Corporation’s registrar and transfer agent, Computershare Investor Services Inc. (“**Computershare**”). A proxy will not be valid unless it is deposited at the office of Computershare, at 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1, or by fax to: (within North America) +1 (866) 249-7775 or (outside of North America) +1 (416) 263-9524, not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, or any adjournment or postponement thereof, unless the Chair of the Meeting elects to exercise her/his discretion to accept proxies received after that time.

If you are a non-registered shareholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.



HONEY BADGER
S I L V E R I N C.

The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting, in the space provided, the name of the person you wish to represent you as proxyholder at the Meeting.

Dated at Toronto, Ontario on January 10, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

“Chad Williams”

Director & Non-Executive Chairman