

BADLANDS RESOURCES INC.

200 Burrard Street, Suite 1615
Vancouver, BC, V6C 3L6
Tel : 604.678.5308

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 27, 2025**

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the “**Meeting**”) of the shareholders of Badlands Resources Inc. (the “**Company**”) will be held at Suite 1615, 200 Burrard Street, Vancouver, British Columbia, V6C 3L6, on Thursday, March 27, 2025, at 10:00 a.m. (Pacific time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended March 31, 2024, and the report of the auditor thereon;
2. To set the number of directors for the ensuing year at five;
3. To elect directors for the ensuing year;
4. To appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and, if thought fit, pass an ordinary resolution ratifying and confirming the Company’s stock option plan, as more particularly described in the Company’s management information circular dated February 19, 2025, accompanying this Notice of Meeting (the “**Information Circular**”); and
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This Notice is accompanied by the Information Circular and either a form of proxy or a voting instruction form. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on February 19, 2025, as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Pacific time) on March 25, 2025, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, Endeavor Trust Corporation.

DATED at Vancouver, British Columbia, as of the 20th day of February, 2025.

BADLANDS RESOURCES INC.

By: “*R. Dale Ginn*”

Chief Executive Officer