



**Annual General Meeting
to be held on December 30, 2019**

**Notice of Annual General Meeting
and
Information Circular**

as at

November 20, 2019



HAWKEYE GOLD & DIAMOND INC.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the shareholders of Hawkeye Gold & Diamond Inc. (the “**Company**”) will be held at 3200 – 650 West Georgia Street, Vancouver, British Columbia, on Monday, December 30, 2019 at 8:00 a.m. (Vancouver time). At the meeting, the shareholders of the Company will receive the financial statements for the year ended May 31, 2019, together with the auditor’s report thereon, and consider resolutions to:

1. appoint Charlton & Company, Chartered Accountants, as auditor of the Company for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditor;
2. elect directors for the Company for the ensuing year;
3. confirm the Company’s Stock Option Plan, as required annually by the policies of the TSX Venture Exchange, as more particularly set out in the section of the accompanying information circular entitled “*Particulars of Matters to be Acted Upon – Confirming Stock Option Plan*”; and
4. to consider any amendment to or variation of any matter identified in this Notice and to transact such other business as may properly be brought before the Meeting.

All shareholders are entitled to attend and vote at the meeting in person or by proxy. The board of directors of the Company requests all shareholders who will not be attending the meeting in person to read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 by 8:00 a.m. (Vancouver time) on December 24, 2019, then the shareholder will not be entitled to vote at the meeting by proxy. Only shareholders of record at the close of business on November 20, 2019 will be entitled to vote at the meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia this 20th day of November, 2019.

ON BEHALF OF THE BOARD

“Greg Neeld”

Greg Neeld
President and Director

