



**Annual General and Special Meeting
to be held on December 31, 2021**

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

as at

November 26, 2021



HAWKEYE GOLD & DIAMOND INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Hawkeye Gold & Diamond Inc. (the “**Company**”) will be held at Suite 1500 - 885 West Georgia Street, Vancouver, British Columbia, on Friday, December 31, 2021 at 8:30 a.m. (Vancouver time). The Meeting will be held for the following purposes:

1. to receive the financial statements of the Company for the year ended May 31, 2021 together with the report of the Company’s auditor thereon;
2. to 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;
3. to fix the number of directors for the ensuing year at three (3);
4. to elect directors for the Company for the ensuing year;
5. to 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*”;
6. to consider, and if deemed appropriate, to approve, a special resolution authorizing an amendment to, and restatement of, the articles of the Company on the basis and on the terms and conditions set out in the proposed amendment and restatement, all as more particularly described in the accompanying information circular; and
7. 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.

Accompanying this Notice is the Information Circular in respect of the Meeting, which includes, among other things, the full text of the above resolutions and detailed information relating to the matters to be addressed at the Meeting.

All registered holders (the “**Registered Shareholders**”) of common shares of the Company (the “**Common Shares**”) are entitled to attend and vote at the meeting in person or by proxy. The board of directors of the Company requests all Registered Shareholders who will not be attending the meeting in person to complete, sign, date and return the accompanying form of proxy (the “**Proxy**”). If you hold Common Shares through a broker, custodian, nominee or other intermediary and are a non-objecting beneficial owner, we encourage you to complete, sign, date and return the accompanying voting information form (“**VIF**”) so that your Common Shares can be voted at the Meeting (or at any adjournments or postponements thereof) in accordance with your instructions. To be effective, the enclosed Proxy or VIF must be received by the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”) (according to the

instructions on the Proxy or VIF), Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 by 8:30 a.m. (Vancouver time) on December 29, 2021, or not later than 48 hours (other than a Saturday, Sunday or holiday) immediately preceding the time of the Meeting (as it may be adjourned or postponed from time to time). The deadline for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice. If you hold Common Shares through a broker, custodian, nominee or other intermediary and are a objecting beneficial owner, you should follow the instructions provided by your intermediary to ensure your vote is counted at the Meeting.

Should you have any questions regarding information contained in the enclosed documents or if you require assistance in voting your shares, please contact Computershare toll-free at 800-564-6253.

DATED at Vancouver, British Columbia this 26th day of November, 2021.

ON BEHALF OF THE BOARD

“Greg Neeld”

Greg Neeld
President and Director