

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the 2020 annual general meeting (the “**Meeting**”) of shareholders of Happy Creek Minerals Ltd. (the “**Company**”) will be held on:

Friday, August 14, 2020

at 11:00 a.m. (*Pacific Daylight Time*) for the following purposes:

1. to receive the audited annual financial statements of the Company for its fiscal year ended January 31, 2020, together with the auditors’ report thereon;
2. to fix the number of directors of the Company at four;
3. to elect directors for the ensuing year;
4. to appoint the auditors for the Company for the ensuing year and to authorize the directors to fix their remuneration; and
5. to consider and, if thought fit, to pass an ordinary resolution to authorize and approve the continuation of the rolling stock option plan, as more particularly described in the accompanying management information circular.

As part of our corporate social responsibility and our preparedness plans in response to COVID-19, the Company believes hosting its meeting in virtual only format is in the best interest of our shareholders and it is part of our commitment to do our part to protect the health and safety of our communities, employees, shareholders and other stakeholders.

To ensure the safety of our shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, there will be no physical location for the Meeting. The Meeting will be deemed to be held at the Company’s head office located at Suite 460 – 789 West Pender Street, Vancouver, British Columbia, Canada; however, the Meeting will be held in **virtual only format**, which will be conducted via telephone conference. Registered shareholders and validly appointed proxyholders may attend the Meeting by calling **877-407-2991** (toll-free in Canada and the United States) or **201-389-0925** (international). Registered shareholders and validly appointed proxyholders who attend the Meeting will have an opportunity to participate at the Meeting, regardless of their geographic location.

Accompanying this Notice is a Management Information Circular, a YELLOW form of Proxy or YELLOW Voting Instruction Form, and a form whereby shareholders can request to be added to the Company’s supplemental mailing list. The Management Information Circular includes more detailed information relating to the matters to be addressed at the Meeting, and forms part of this Notice. The Board of Directors has fixed the close of business on June 22, 2020 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment of the Meeting. Only shareholders whose names have been entered in the register of holders of common shares of the Company on the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference, in person voting will not be permitted at the Meeting. If you are a Registered shareholder and wish to have your vote counted, you will be required to complete, date, sign and return, in the envelope provided for that purpose, the accompanying YELLOW form of proxy (the “Proxy”) for use at the Meeting or any adjournment thereof. To be effective, the YELLOW Proxy must be received by our transfer agent, Computershare Investor Services Inc., by no later than 11:00 a.m. (*Pacific Daylight Time*) on August 12, 2020 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. Alternatively, you may vote by telephone or via the internet following the instructions provided on the YELLOW Proxy.

If you are a non-registered holder of Company shares and have received this Notice of Meeting and accompanying materials through an intermediary, such as an investment dealer, broker, custodian, administrator or other nominee, or a clearing agency in which the intermediary participates (each an “Intermediary”), please complete and return the form of YELLOW Voting Instruction Form provided to you in accordance with the instructions provided therein.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of Proxy, you should contact Computershare Investor Services Inc. by telephone at 1-800-564-6253 (toll free in North America), by fax at 1-866-249-7775 or by e-mail at service@computershare.com.

DATED at Vancouver, British Columbia, this 17th day of July, 2020.

ON ORDER OF THE BOARD OF DIRECTORS

"David E. Blann"

President and Chief Executive Officer

Whether or not you expect to attend the Meeting via telephone conference, please submit the accompanying YELLOW Proxy or YELLOW Voting Instruction Form well in advance of the voting deadline at 11:00 a.m. (Pacific Daylight Time) on Wednesday, August 12, 2020 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. In person voting will not be permitted at the Meeting due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference. The accompanying Management Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this notice of meeting.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Vote your YELLOW Proxy via the internet, by telephone or by mail in advance of the Proxy Deadline at 11 a.m. (Pacific Daylight Time) on Wednesday, August 12, 2020.