

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders of Common Shares (the “**Shareholders**”) of Happy Creek Minerals Ltd. (“**Happy Creek**” or the “**Company**”) will be held at #1500 – 885 West Georgia Street, Vancouver, B.C. V6C 3E8, on Tuesday, August 24, 2021 at 11 a.m. (PDT) for the following purposes:

1. to receive the audited annual financial statements of the Company for the fiscal year ended January 31, 2021, together with the auditors’ report thereon;
2. to elect the five (5) nominees of the Company standing for election as directors of the Company to hold office until the next annual meeting of Shareholders or until his or her successor is duly elected or appointed;
3. to appoint the auditors for the Company for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if thought fit, to pass an ordinary resolution providing the required annual approval of the Company’s Amended 2006 Stock Option Plan, as more particularly described in the accompanying management information circular (the “**Management Information Circular**”); and
5. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

This Notice of Meeting is accompanied by a Management Information Circular which provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of this Notice of Meeting. Also accompanying this Notice of Meeting is either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders.

Out of necessary caution, to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate risks to the health and safety of our communities, shareholders, directors, employees and other stakeholders, Management encourages shareholders and others to vote by proxy in order to avoid physical attendance.

Given the need for risk management in respect of COVID-19, the Company asks that anyone planning to attend the Meeting in person advise the Company at klove@happycreekminerals.com. To ensure the health and safety of all attendees, the Company reserves the right to take any additional cautionary measure deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic, including limiting the number of persons who may be allowed in a single room for the Meeting to allow for required social distancing, or any other measures that may be recommended by public health authorities in connection with gatherings of persons.

Shareholders are encouraged to vote by by mail, by telephone or on the Internet, in advance of the deadline set forth in the Management Information Circular. See “Proxies and Voting Rights – How to Vote”. The Company is not aware of any items of business to be brought before the Meeting other than those described in the Management Information Circular.

The directors of the Company have fixed July 15, 2021, as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment thereof.

Whether or not you expect to attend the Meeting or any postponement or adjournment thereof, **PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE OR VOTE BY PROXY USING THE TELEPHONE OR INTERNET BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ACCOMPANYING FORM OF PROXY.**

To be effective, proxies must be received by Computershare Trust Company of Canada, Proxy Department, at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 by 11:00 a.m. (Pacific time) on Friday, August 20, 2021 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment

of the Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

If you are a registered shareholder, whether or not you are able to attend the Meeting in person, we ask you to complete, sign and return the enclosed proxy. Please note that registered shareholders of the Company may vote in person at the Meeting and any postponement or any adjournment thereof even if you have previously returned the proxy.

If you are a non-registered shareholder and receive these materials through your broker, institution, participant, trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar 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 (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by the Intermediary. Failure to do so may result in your Common Shares not being eligible to be voted by proxy at the Meeting. Note that the deadlines set by your Intermediary for submitting your voting instruction form may be earlier than the dates described above.

Your promptness in returning the proxy will assist in the expeditious and orderly processing of proxies and will ensure that your Common Shares are represented.

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 Trust Company of Canada by telephone at 1-888-453-0330 (toll free in North America) or by e-mail at service@computershare.com.

DATED at Vancouver, British Columbia, this 21 day of July, 2021.

ON ORDER OF THE BOARD OF DIRECTORS

“Michael Cathro”
Interim President and Chief Executive Officer