



**HONEY BADGER EXPLORATION INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the **Annual and Special Meeting of Shareholders** (the “**Meeting**”) of Honey Badger Exploration Inc. (the “**Company**”) will be held at the offices of Wildeboer Dellelce LLP at Suite 800 - 365 Bay Street, Toronto, Ontario, M5H 2V1, at 11:00 a.m. (Toronto time) on Thursday, June 28, 2018 for the following purposes:

1. **TO RECEIVE** the financial statements of the Company for the fiscal year ended December 31, 2017 and the Auditors’ Report thereon;
2. **TO FIX** the number of directors to be elected at the Meeting;
3. **TO ELECT** the directors of the Company for the ensuing year;
4. **TO APPOINT** the auditors of the Company and to authorize the board of directors to fix their remuneration;
5. **TO CONSIDER** and, if deemed advisable, to approve a special resolution substantially in the form set forth in the attached management information circular empowering the directors of the Company to determine from time to time, by resolution of the directors, the number of directors of the Company;
6. **TO CONSIDER**, and, if deemed advisable, to adopt an ordinary resolution authorizing the Company, in accordance with stock exchange rules, to continue the Corporation’s 10% rolling stock option plan; and
7. **TO TRANSACT** such other business as may properly be brought before the Meeting or any adjournment thereof.

The board of directors has fixed May 22, 2018, as the record date for determining the Shareholders who are entitled to receive notice and to vote at the meeting. Only shareholders of record at the close of business on May 22, 2018 will be entitled to receive notice of and vote at the Meeting.

Particulars of the foregoing matters are set forth in the accompanying management information circular.

The annual report of the Company, including the audited financial statements of the Company as at and for the year ended December 31, 2017 and the report of the auditor of the Company thereon, can be viewed on the Company’s website at www.honeybadgerexp.com and on the Company’s SEDAR profile at www.sedar.com.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the accompanying form of proxy in the enclosed return envelope. All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be delivered to the TSX Trust Company, Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, by 5:00 p.m. ET on Tuesday, June 26, 2018.

DATED this 22nd day of May, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Quentin Yarie”
Quentin Yarie,
Chief Executive Officer