



**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, August 15, 2019 for the following purposes:

1. **TO RECEIVE** the financial statements of the Company for the fiscal year ended December 31, 2018 and the Auditors’ Report thereon;
2. **TO ELECT** the directors of the Company for the ensuing year;
3. **TO APPOINT** the auditors of the Company and to authorize the board of directors to fix their remuneration;
4. **TO CONSIDER**, and if deemed advisable, pass an ordinary resolution, substantially in the form set out in the accompanying information circular, re-approving the continued use of the Company’s 10% rolling stock option plan; and
5. **TO TRANSACT** such other business as may properly be brought before the Meeting or any adjournment thereof.

The Company has determined to deliver this notice of meeting and the accompanying Management Information Circular and form of proxy (collectively, the “**Meeting Materials**”) to shareholders by posting the Meeting Materials online at <https://docs.tsxtrust.com/2135> in accordance with the notice and access notification mailed to shareholders of the Company. The use of the notice and access procedures under applicable securities laws will significantly reduce the Company’s printing and mailing costs.

The Meeting Materials will be available online at <https://docs.tsxtrust.com/2135> and will remain on the website for one full year. The Meeting Materials will also be available under the Company’s profile at [www.SEDAR.com](http://www.SEDAR.com). All shareholders of the Company will receive a notice and access notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials can request them from the Company by calling toll-free at 1-866-600-5869. The Company will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting.

The board of directors has fixed July 5, 2019, 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 July 5, 2019 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, 2018 and the report of the auditor of the Company thereon, can be viewed on the Company’s website at [www.honeybadgerexp.com](http://www.honeybadgerexp.com) and on the Company’s SEDAR profile at [www.sedar.com](http://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 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, by 5:00 p.m. ET on Tuesday, August 13, 2019.

DATED this 2<sup>nd</sup> day of July, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

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