

Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

Honey Badger Exploration Inc. (the “**Issuer**”)
1001-145 Wellington Street West
Toronto, ON
M5J 1H8

2. Date of Material Change

August 21, 2020 and August 24, 2020

3. News Release

News releases were disseminated on August 21, 2020 and August 24, 2020 and were filed on SEDAR with the British Columbia and Alberta securities commissions and the TSX Venture Exchange (“**TSXV**”).

4. Summary of Material Change

The Issuer announced on August 21, 2020 that it had closed a private placement financing for gross proceeds of \$500,000 (the “**Offering**”) and announced on August 24, 2020 changes to its Board of Directors.

5. Full Description of Material Change

On August 21, 2020, the Issuer closed the Offering for gross proceeds of \$500,000. Pursuant to the Offering, the Issuer issued 12,500,000 units (“**Units**”) priced at \$0.04 per Unit. Each Unit is comprised of one common share (a “**Share**”) of the Issuer and one Share purchase warrant (a “**Warrant**”) with each Warrant being exercisable to acquire one Share at a price of \$0.05 per share for a period of 24 months following the closing date of the Offering.

The proceeds derived from the Offering will be used for continued exploration of the Issuer’s silver assets in Thunder Bay, as well as general office and administration expenses, in accordance with the proposed budget set out in the Use of Proceeds table below:

USE OF PROCEEDS

CORPORATE ADMINISTRATIVE EXPENSES	AMOUNT (\$)
Management fees	54,000
Audit fees	20,000
Legal fees	15,000
Public company fees (incl. SEDAR, TSX-V, AGM)	13,750
Insurance – D&O, CGL	5,775
Transfer agent	2,100
Office rent	15,500
Telecommunications	5,000
General Office	7,000
Working Capital	31,875
Sub-Total	170,000

PROJECT EXPENDITURES	
General compilation	25,000
Prospecting and geological mapping	55,000
Soil and Rock Geochemical survey	28,000
Preparation and assaying	18,000
Detailed geophysical surveys (MAG, IP)	125,000
Mechanical trenching	15,000
Contingencies	64,000
Sub-Total	330,000
GRAND TOTAL	500,000

The purchase of securities in the Offering by certain parties who are “related parties” (as set out in the table below) of the Issuer is a “related party transaction” pursuant to Multilateral Instrument 61-101 - *Protection of Minority Holders in Special Transactions* (“MI 61-101”) and is exempt from the formal valuation requirements of MI 61-101 pursuant to subsection 5.5(b) of MI 61-101, and from the minority approval requirements of MI 61-101 pursuant to subsection 5.7(a) of MI 61-101. There were no disagreements between directors, materially contrary views by any directors or abstention by any independent director with respect to the subscription agreements executed by the related parties who participated in the Offering. The subscription agreements pursuant to which all investors, including the related parties, purchased the Units contained standard representations, warranties and covenants. No special process was adopted by the Issuer to approve the transactions contemplated by the Offering.

The interest of each related party in the Offering is set out below:

Name of Related Party	Units purchased in Offering (#)	Common Shares of the Issuer held after completion of Offering (#)
Chad Williams	6,625 Units	12,082,500
Chad Gilfillan	500,000 Units	550,000

Notes: Mr. Williams and Mr. Gilfillan are directors of the Issuer. Mr. Williams is also the interim CEO.

The Issuer announced on August 24, 2020 that Eduardo Baer had been appointed to the Board of Directors, and that Rejean Gosselin had resigned from the Board of Directors.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

For further information, please contact Fiona Fitzmaurice, Chief Financial Officer of the Issuer, at (416) 364-7029.

9. Date of Report

DATED the 31st day of August, 2020.