



401 Bay Street Suite 2704 • Toronto, ON M5H 2Y4

**HONEY BADGER SILVER 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 Silver Inc. (the “**Corporation**”) will be held on January 18, 2022, at 11:00 a.m. (Toronto time), solely by means of remote communication, rather than in person at the time and for the purposes set forth in the attached Notice of Meeting and at any adjournment thereof:

1. **TO RECEIVE** the financial statements of the Corporation for the fiscal year ended December 31, 2020.
2. **TO APPOINT** the auditors of the Corporation and to authorize the board of directors to fix their remuneration;
3. **TO ELECT** the directors of the Corporation for the ensuing year;
4. **TO CONSIDER**, and, if deemed advisable, to adopt an ordinary resolution authorizing the Corporation, in accordance with stock exchange rules, to continue the Corporation’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.

Information relating to the items above is set forth in the Circular. Only shareholders of record as of December 7, 2021, the record date, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

Due to the public health impact of the coronavirus disease 2019, also known as COVID-19, and to mitigate risks to the health and safety of our community, Shareholders, employees and other stakeholders, the Company is conducting a virtual meeting of the Shareholders of the Company. Shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined in the accompanying Information Circular under the heading “Appointment of Proxy”) and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online by registering at the following link:

<https://bit.ly/3oRSGsS>

After registering, you will receive a confirmation email with access instructions.

To ensure a smooth process, the Company is asking registered participants to log in by 10:45 a.m. (Toronto time) on January 18, 2022

Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Information Circular.

Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy or voting instruction form in accordance with the instructions provided therein and in the Information Circular and return it in accordance with the instructions and timelines set forth in the Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as “guests”, but will not be able to participate, submit questions or vote at the virtual Meeting.

Only persons registered as shareholders on the records of the Company as of the close of business on December 7, 2021 (the “Record Date”) are entitled to receive notice of, and to vote or act, at the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.



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If a shareholder receives more than one proxy form because such shareholder owns shares registered in different names or addresses, each proxy form should be completed and returned as indicated in the proxy form.

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.

We encourage you to make sure that your votes are represented at the meeting. Additional information on how to attend the virtual meeting and to vote your shares in advance of the Meeting is enclosed. Please take the time to vote using the proxy form or voting instruction form sent to you in accordance with the instructions thereon so that your shares are voted according to your instructions and represented at the Meeting.

The Meeting Materials will be available online at www.honeybadgersilver.com and will remain on the website for one full year. The Meeting Materials will also be available under the Corporation's SEDAR profile at www.sedar.com.

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

The audited financial statements of the Corporation as at and for the year ended December 31, 2020, can be viewed on the Corporation's website at www.honeybadgersilver.com and on the Corporation's SEDAR profile at www.sedar.com.

DATED this 23rd day of December 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Chad Williams"

Chad Williams,
Executive Chairman



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MANAGEMENT INFORMATION CIRCULAR

Unless otherwise specified, information contained in this Circular is as of December 7, 2021. No person is authorized to give any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Corporation. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

All references to shareholders in this Circular and the accompanying Form of Proxy and Notice of Meeting are to be shareholders of record unless specifically stated otherwise.

Information in this circular is given as of December 7, 2021 (the “**Record Date**”), except as otherwise indicated. Unless otherwise indicated, dollar amounts are expressed in Canadian dollars.

These security holder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer 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 them on your behalf.

By choosing to send these materials to you directly, the Corporation (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.

GENERAL PROXY INFORMATION

SOLICITATION OF PROXIES

To proactively deal with the unprecedented public health impact of coronavirus disease 2019, also known as COVID-19, and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined herein) and duly appointed proxyholders will be able to virtually attend, participate and vote at the virtual Meeting on the date and time of the Meeting (being January 18, 2022, at 11:00 a.m.) by clicking registering at the following link:

<https://bit.ly/3oRSGsS>,

We encourage you to participate in the Meeting by dialing in to the conference line should you have any concerns about attending in person. Participants should dial in 5- 10 minutes prior to the scheduled start time of the Meeting and ask to join the call. Shareholders are encouraged to complete proxies where possible or appropriate before considering attending the Meeting.

The solicitation of proxies will be made primarily by mail and may be supplemented by telephone or other personal contact by the directors, officers, and employees of the Company. Directors, officers and employees of the Company will not receive any extra compensation for such activities. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting. The Company may pay brokers or other persons holding common shares of the Company (“**Common Shares**”) in their own names, or in the names of nominees, for their reasonable expenses for sending forms of proxy and this Circular to beneficial owners of Common Shares and obtaining proxies therefrom. The cost of any such solicitation will be borne by the Company.



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No person is authorized to give any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

MANNER OF VOTING AND EXERCISE OF DISCRETION BY PROXIES

The persons named in the enclosed Form of Proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. In the absence of such direction, such Common Shares will be voted FOR the election of Directors and FOR the appointment of the auditors.

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to any amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Corporation knows of no such amendments, variations, or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting.

APPOINTMENT OF PROXIES

A registered shareholder of the Company may vote in person at the Meeting or may appoint another person to represent such shareholder as proxy and to vote the Common Shares of such shareholder at the Meeting. In order to appoint another person as proxy, such shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The persons named in the enclosed form of proxy are directors (“**Directors**”) and/or officers (“**Officers**”) of the Corporation. A shareholder desiring to appoint some other person to represent him at the Meeting may do so by inserting such person’s name, who need not be a shareholder of the Corporation, in the blank space provided in the enclosed form of proxy (“**Form of Proxy**”) and striking out the names of the two persons specified or by completing another proper form of proxy.

In all cases, the completed proxy is to be delivered to TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, by 5:00pm on January 14, 2022.

REVOCAION OF PROXIES

A registered shareholder of the Corporation who has given a proxy may revoke the proxy as to any motion on which a vote has not already been cast pursuant to the authority conferred by it by: (a) depositing an instrument in writing, including another completed form of proxy, executed by such registered shareholder or by his or her attorney authorized in writing or by electronic signature or, if the registered shareholder is a corporation, by an officer or attorney thereof properly authorized, either (i) at the principal office of the Corporation at 2704-401 Bay Street, Toronto, Ontario, M5H 2Y4, at any time prior to 5:00 p.m. (Toronto time) on January 14, 2022; (ii) with TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, at any time prior to 5:00 p.m. (Toronto time) on January 14, 2022; or (iii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; (b) transmitting, by telephone or electronic means, a revocation that complies with paragraph (i), (ii) or (iii) above and that is signed by electronic signature, provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be; or (c) in any other manner permitted by law including attending the Meeting in person.



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EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by an appropriate form of proxy will be voted or withheld from voting on any ballot that may be called for at the Meeting, or at any adjournment thereof, in accordance with the instructions of the shareholder of the Company contained on the form of proxy and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of instructions, such Common Shares will be voted FOR of each of the matters described in the Notice of Meeting.**

Unless otherwise specified herein, all resolutions will be adopted by a simple majority of the votes represented at the Meeting.

The enclosed form of proxy, when properly completed and signed, confers discretionary authority upon the persons named therein to vote on any amendments to or variations of the matters described in the Notice of Meeting and on other matters, if any, which may properly be brought before the Meeting or any adjournment thereof. At the date hereof, management of the Company knows of no such amendments or variations or other matters to be brought before the Meeting. However, if any other matter which is not now known to management of the Company should properly be brought before the Meeting, or any adjournment thereof, the Common Shares represented by such proxy will be voted on such matter in accordance with the judgment of the person named as proxy thereon.

EXECUTION OF PROXY

The form of proxy must be executed by the shareholder of the Company or by the shareholder's personal representative authorized in writing. A form of proxy executed by the shareholder's personal representative or by a person acting in some other representative capacity, including an officer of a Company which is a shareholder of the Company, should indicate the capacity in which such person is signing. A shareholder of the Company or the shareholder's personal representative may execute the form of proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of the shareholder's personal representative, as the case may be.

Non-Registered Shareholders

The information set forth in this section should be reviewed carefully by the non-registered shareholders. Shareholders who do not hold their shares in their own name ("Beneficial Shareholders") should note that only proxies deposited by Registered Shareholders whose names appear on the records maintained by the Company's registrar and transfer agent as registered holders of shares will be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, those shares will, in all likelihood, not be registered in the shareholder's name. Such shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**



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National Instrument 54-101 - *Communication with beneficial Owners of Securities of a Reporting Issuer* (“**NI-54-101**”) requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to Registered Shareholders.

The vast majority of brokers now delegate responsibility of obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**BFSI**”) in Canada. BFSI typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to BFSI, or otherwise communicate voting instructions to BFSI (by way of the Internet or telephone, for example). BFSI then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives a BFSI voting instruction form cannot use that form to vote shares directly at the Meeting. The voting instruction forms must be returned to BFSI (or instructions respecting the voting of shares must otherwise be communicated to BFSI) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through a broker or other intermediary, please contact your broker or other intermediary of assistance.

This Information Circular and accompanying materials are being sent to both Registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“**Objecting Beneficial Owners**”, or “**OBO’s**”) and those who do not object to their identity being known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**”, or “**NOBO’s**”). Subject to the provision of NI-54-101 issuers may request and obtain a list of their NOBO’s from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding the common shares on your behalf) has assumed responsibility for delivering these materials to you and executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Company’s OBO’s can expect to be contacted by BFSI or their brokers or their broker’s agents as set out above. Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker (or his or her broker’s agent), a Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the shares as proxyholder for the Registered Shareholder by entering his or her own name in the blank space on the proxy form provided to him or her by his or her broker (or his or her broker’s agent) and return it to that broker (or that broker’s agent) in accordance with the broker’s instructions (or the agent’s instructions).

All references to shareholders in this Information Circular, the enclosed form of proxy and the Notice of Meeting are to the Registered Shareholders unless specifically stated otherwise.

A Non-Registered Shareholder who has submitted a voting instruction form or form of proxy may revoke it by contacting the Intermediary through which the Common Shares of such Non-Registered Shareholder are held and following the instructions of the Intermediary respecting the revocation of proxies.



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VOTING SHARES AND RECORD DATE

In accordance with the provisions of the *Business Corporations Act* (Ontario) (the “Act”), the directors of the Corporation have fixed December 7, 2021, as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting. Shareholders of the Corporation of record at the close of business on December 7, 2021, will be entitled to vote at the Meeting and at all adjournments thereof. The Corporation will prepare a list of holders of its Common Shares as at the close of business on the record date. A shareholder named in the list will be entitled to vote the Common Shares shown opposite his name at the Meeting and all adjournments thereof.

The Corporation is authorized to issue an unlimited number of Common Shares with each share carrying the right to one vote per share at all meetings of the shareholders of the Corporation. As of December 7, 2021, the Corporation had 177,688,639 Common Shares issued and outstanding.

We encourage you to make sure that your votes are represented at the meeting. Additional information on how to attend the virtual meeting and to vote your shares in advance of the Meeting is enclosed. Please take the time to vote using the Form of Proxy or VIF sent to you in accordance with the instructions thereon so that your shares are voted according to your instructions and represented at the Meeting.

PRINCIPAL HOLDERS OF VOTING SHARES

As of December 7, 2021, to the knowledge of the Directors and senior Officers of the Corporation, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation, except as follows:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding Shares
2176423 Ontario Ltd.	16,785,714	10.59% or 9.45% (if 177,688,639 shares outstanding)
Strategic Metals	34,804,718	19.59%

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Directors of the Corporation, unless otherwise disclosed in this Circular, no Director or Officer of the Corporation, proposed nominee for election to the Board, person owning or exercising control over more than 10% of the Corporation’s issued and outstanding Common Shares, nor any associates or affiliates of any of them, has any material interest, direct or indirect, in any transaction since the commencement of the most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Corporation.

QUORUM

The presence of shareholders or proxyholders entitled to cast votes at the Meeting holding a minimum of 10% of the outstanding Common Shares of the Corporation will constitute a quorum. The Corporation’s list of shareholders as of the Record Date (as defined below) has been used to deliver to shareholders the Notice of Meeting and this Circular as well as to determine who is eligible to vote.



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PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. FINANCIAL STATEMENTS

The audited annual financial statements for the year ended December 31, 2020, will be tabled at the meeting, but no vote will be taken thereon.

2. APPOINTMENT AND REMUNERATION OF AUDITORS

It is proposed to appoint Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, BC as auditors of the Corporation to hold office until the next annual meeting of shareholders, and to authorize the Directors to fix their remuneration. Davidson & Company LLP, Chartered Professional Accountants were appointed as the auditors of the Corporation in 2016.

The Board recommends a vote FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the Directors to fix their remuneration. Unless another choice is specified, the persons named in the enclosed Form of Proxy intend to vote FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the Directors to fix their remuneration.

3. ELECTION OF DIRECTORS

The articles of the Corporation (the “**Articles**”) provide for a minimum of three and a maximum of ten Directors. The Directors are elected annually. Pursuant to the authority vested in the Board, the Directors have passed a resolution determining that the number of Directors to be elected at the meeting is four. Each Director will hold office until the next annual meeting or until his or her successor is elected or appointed.

The following table sets forth the names of all the persons proposed to be nominated for election as Directors, all other positions and offices with the Corporation now held by them, their principal occupations or employment within the five preceding years, the year in which they first became Directors of the Corporation and the number of Common Shares of the Corporation beneficially owned, directly or indirectly, by each of them as of December 7, 2021. The information as to Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.



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NAME, RESIDENCE, OFFICE HELD	PRINCIPAL OCCUPATION	DIRECTOR SINCE	COMMON SHARES BENEFICIALLY OWNED ⁽¹⁾
Chad Williams ⁽¹⁾ <i>Toronto, Ontario</i> Executive Chairman & Interim CEO	Chairman of Red Cloud Mining Capital Inc	January 25, 2021	9,650,0000
Brian Briggs P.E. ⁽¹⁾⁽²⁾ <i>Ouray, CO, USA</i> Director	Managing Partner at B.K. Briggs & Associates	June 2, 2021	0
Doug Eaton ⁽¹⁾ <i>North Vancouver, BC</i> Director	Partner, Archer, Cathro & Associates	June 24, 2021	0
John H. Hill <i>Mill Valley, CA, USA</i> Director	Rexerro Capital Ltd.	October 28, 2021	0

Notes:

- (1) Member of the Audit Committee
- (2) Chair of the Audit Committee

Cease Trade Orders and Bankruptcies

To the best of the Corporation’s knowledge, no proposed director of the Corporation is, or within 10 years before the date hereof, has been: (a) a director, chief executive officer or chief financial officer of any company that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued while the proposed director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. No proposed director: (a) is at the date hereof, or has been with 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.; or (b) has, or within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director. To the best of the Corporation’s knowledge, no proposed director of the Corporation has been subject to any: (a) penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or (b) other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.



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Conflicts of Interest

Some of the proposed directors and officers are also directors, officers and/or promoters of other reporting and non-reporting issuers. Accordingly, conflicts of interest may arise which could influence these persons in evaluating possible acquisitions or in generally acting on behalf of the Corporation, notwithstanding that they are bound by the provisions of the *Business Corporations Act* (Ontario) to act at all times in good faith in the interest of the Corporation and to disclose such conflicts to the Company if and when they arise.

The Board recommends a vote FOR the election of the directors. Unless such authority is withheld, the persons named in the enclosed Form of Proxy intend to vote FOR the election of the individuals set forth below. Management does not contemplate that any of such nominees will be unable to serve as a Director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed Form of Proxy reserve the right to vote for another nominee in their discretion.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Corporation is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”) and the most highly compensated executive officer, other than the CEO and CFO, who was serving as an executive officer at the end of financial year ended December 31, 2020 and whose total compensation exceeded \$150,000, for that financial year (collectively, “NEO” or the “Named Executive Officers”) and for the directors of the Corporation.

As at December 31, 2020, the Corporation had two individuals that qualified as NEOs: Chad Williams, Chairman, and Eduardo Baer, CEO. From January 1, 2020, to December 23, 2020, Ms. Fiona Fitzmaurice served as CFO. During year ended December 31, 2020, there were other CEO’s and CFO’s. See the Summary Compensation Table below.

Summary Compensation Table

The following table is a summary of the compensation paid, directly or indirectly, to the Named Executive Officers and directors of the Corporation for the two most recently completed financial years.



HONEY BADGER
SILVER INC.

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COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Fiscal Year	Salary, Consulting Fees, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All other compensation (\$)	Total compensation (\$)
Chad Williams <i>Chief Executive Officer & Director</i> (1)	2020	55,385	Nil	Nil	Nil	Nil	55,385
Ed Baer (2) <i>Former Chief Executive Officer & Director</i>	2020	80,000	Nil	Nil	Nil	Nil	80,000
Fiona Fitzmaurice (3) <i>Former Chief Financial Officer</i>	2020 2019	89,005 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	89,005 Nil
Petra Decher (3) <i>Former Chief Financial Officer</i>	2019	17,119	Nil	Nil	Nil	Nil	17,119
Tara Gilfillan (4) <i>Former Chief Financial Officer</i>	2019	32,000	Nil	Nil	Nil	49,739	81,739
Quentin Yarie <i>Former President & Chief Executive Officer</i>	2019 2020	43,774 38,824	Nil	Nil	Nil	Nil	43,774 38,824
Chad Gilfillan <i>Former Director</i>	2020 2019	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Craig Scherba (5) <i>Former Director</i>	2020 2019	Nil	Nil	Nil	Nil	Nil	Nil
Kevin Tanas (6) <i>Former Director</i>	2020 2019	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Chad Williams served as CEO from July 23, 2020, to September 22, 2020.
- (2) Ed Baer was appointed as CEO from September 22, 2020, to January 25, 2021, and as Director from August 22, 2020, to April 1, 2021.
- (3) Fiona Fitzmaurice was appointed as CFO effective December 11, 2019, and resigned on December 23, 2020.
- (4) Petra Decher was appointed as CFO effective January 1, 2018 and resigned effective May 1, 2019.
- (5) Tara Gilfillan was appointed as CFO effective May 2, 2019, and resigned effective December 11, 2019. Ms. Gilfillan was also a director of the Corporation until her appointment as CFO.
- (6) Craig Scherba resigned as Director on July 23, 2020.
- (7) Kevin Tanas resigned as Director on July 23, 2020.



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Stock Options and Other Compensation Securities

During the financial year ended December 31, 2020, the following compensation securities were granted or issued to the directors and Named Executive Officers by the Corporation:

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class (#)	Date of Issue or Grant	Expiry Date	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at year end (\$)
Chad Williams <i>Interim Chief Executive Officer & Director</i>	Stock-Options	1,575,000	August 28, 2020	August 28, 2025	0.06	N/A	N/A
Quentin Yarie <i>Former President & Chief Executive Officer</i>	Stock-Options	650,000	August 28, 2020	August 28, 2025	0.06	N/A	N/A
Petra Decher <i>Former Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Tara Gilfillan <i>Former Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fiona Fitzmaurice <i>Former Chief Financial Officer</i>	Stock-Options	150,000	August 28, 2020	August 28, 2025	0.06	N/A	N/A
Chad Gilfillan <i>Former Director</i>	Stock-Options	650,000	August 28, 2020	August 28, 2025	0.06	N/A	N/A
Ed Baer <i>Former Chief Executive Officer & Director</i>	Stock-Options	650,000	August 28, 2020	August 28, 2025	0.06	N/A	N/A
Craig Scherba <i>Former Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Kevin Tanas <i>Former Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A



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Exercise of Stock Options and Other Compensation Securities

During the financial year ended December 31, 2020, the following compensation securities were exercised by the directors and Named Executive Officers of the Corporation:

COMPENSATION SECURITIES EXERCISED							
Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Date of Exercise	Exercise Price per Security (\$)	Closing Price per Security on Date of Exercise (\$)	Difference Between Exercise Price and Closing Price on Date of Exercise (\$)	Total Value on Exercise Date (\$)
<i>Chad Williams Interim Chief Executive Officer & Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Ed Baer Former Chief Executive Officer & Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Fiona Fitzmaurice Former Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Petra Decher Former Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Tara Gilfillan Former Chief Financial Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Quentin Yarie Former President & Chief Executive Officer</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Craig Scherba Former Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Kevin Tanas Former Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Chad Gilfillan Former Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Pension Plan Benefits

For the most recently completed financial year, the Corporation did not have any pension or retirement benefit plans, and none are proposed at this time.



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Stock Option Plan and Other Incentive Plans

Currently, the Corporation has a “rolling” stock option plan as described in TSXVE Policy 4.4. Pursuant to the Plan, the Board may from time to time, in its discretion, and in accordance with TSXVE requirements, grant to directors, officers, consultants and employees of the Corporation and its affiliates, non-transferable options to purchase Common Shares exercisable for a period of up to five years from the date of the grant, provided that the number of Common Shares reserved for issuance thereunder may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant.

The Plan was last approved for use by the Corporation at the annual meeting of shareholders held on September 30, 2020, and is required to be approved by shareholders, annually.

The purpose of the Plan is to develop the interest of bona fide officers, directors, employees, management company employees and consultants of the Corporation in the growth and development of the Corporation by providing them with the opportunity through stock options to acquire an increased proprietary interest in the Corporation. The exercise price for each option is determined by the Board at the time of grant and may not be less than the Discounted Market Price (as such term is defined in the policies of the TSXVE) of the Common Shares as of the date of grant. If any option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of which the option was not exercised shall be available for the purposes of the Plan. Any exercises of options will make new grants available under the Plan, effectively resulting in a re-loading of the number of options available for grant under the Plan.

Pursuant to the Plan, the maximum number of Common Shares reserved for issuance in any 12-month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any 12-month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant. Incentive stock options granted to any optionee that does not continue as a director, officer, employee or consultant of the Corporation or one of its affiliates, may be exercised up to 90 days following the date the optionee ceases to be a director, officer, employee or consultant of the Corporation or one of its affiliates, provided that if the cessation of such position or arrangement was by reason of death, the option may be exercised within a maximum period determined by the Board, which date shall not be later than one year after such death and the expiry date of such option.

Employment, Consulting and Management Agreements

There was no agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Corporation or any of its subsidiaries that were performed by a director, NEO or was performed by any other party but are services typically provided by a director or NEO.

Oversight and Description of Director and Named Executive Officer Compensation

The Board, with the recommendation of the compensation committee, determines the compensation payable to the NEOs and directors of the Corporation and reviews such compensation annually.

For the fiscal year ending December 31, 2020, each director was entitled to (i) a \$nil monthly fee; (ii) \$nil per day for each meeting attended in person; (iii) \$nil for each meeting attended by telephone upon furnishing an invoice for same; (iv) reimbursement for travel and other meeting-related expenses and may, from time to time, be awarded stock options under the provisions of the Plan.

There are no other arrangements under which the directors of the Corporation were compensated by the Corporation during the most recently completed financial year end for their services in their capacity as directors.



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Compensation of Named Executive Officers

Principles of Executive Compensation

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Corporation's management team. The main objectives the Corporation hopes to achieve through its compensation are:

- to attract and retain executives critical to the Corporation's success, who will be key in helping the Corporation achieve its corporate objectives and increase shareholder value;
- to motivate the Corporation's management team to meet or exceed targets;
- to recognize the contribution of the Corporation's executive officers to the overall success and strategic growth of the Corporation; and
- to align the interests of management and the Corporation's shareholders by providing performance-based compensation in addition to salary.

It is one of the aims of the compensation strategy to ensure that executives of the Corporation are paid reasonably and consistent with the level of responsibility and authority which they assume and taking into account the role they play in advancing the strategic objectives of the Corporation.

For the fiscal year ending December 31, 2020, the compensation committee of the Board (the "**Compensation Committee**") was composed of three directors being Craig Scherba, Chad Gilfillan and Kevin Tanas, all of whom are considered to be independent. Mr. Scherba and Mr. Tanas did not stand for re-election at the Meeting. The Board will appoint replacements to these positions as soon as practicable. The role of the Compensation Committee is to undertake periodic, independent reviews of market conditions to ensure that the executive officers of the Corporation are paid competitively relative to other comparable participants in the industry. When deemed necessary, the Compensation Committee may call upon outside resources to assist with these reviews and to ensure that the compensation packages available to executives are adequate to retain the existing compliment of executives and recruit others into this group as an integral part of facilitating and sustaining the continued growth of the Corporation.

The basic elements of the compensation strategy are base salary, annual incentives, and long-term incentives.

Base Salary

On an individual basis, base salaries are reviewed for each executive officer, including the CEO, and where it is deemed necessary, changes are made. In order to ensure that base salaries paid are competitive relative to other similar positions within the mining industry in Canada, surveys of such salaries are examined. Other considerations taken into account when examining base salaries include years of experience, the potential contribution which the individual can make to the success of the Corporation and the level of responsibility and authority inherent in the job and the importance of maintaining internal equity within the organization.

From November 1, 2017, to July 23, 2020, Mr. Yarie received a monthly retainer of \$3,500 for his service as President and CEO. Petra Decher was appointed as Chief Financial Officer effective January 1, 2018, and resigned effective May 1, 2019, for which she received annual compensation of \$48,000. Tara Gilfillan was appointed as Chief Financial Officer effective May 2, 2019 and resigned effective December 11, 2019; her annual compensation was \$54,000. Ms. Gilfillan was also a director of the Corporation until her appointment as Chief Financial Officer. Through her personal management corporation, Ms. Fitzmaurice was retained as CFO from December 11, 2019, and her monthly compensation was \$5,667.



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Annual Incentives

The Compensation Committee may recommend bonuses be paid to executive officers of the Corporation when their performance warrants additional consideration. No bonuses were paid with respect to the 2020 financial period.

Long-term Incentives

Options to purchase the Common Shares of the Corporation encourage executive officers to own and hold the Corporation's Common Shares and are a method of linking the performance of the Corporation and the appreciation of share value to the compensation of the executive officer. When determining the number of options granted to an executive officer, items such as the relative position of the individual officer, the contribution made by that officer during the review period and the number of options granted previously would be taken into consideration.

The Compensation Committee recommends option grants to the Board. Pursuant to the Corporation's Plan, the Corporation's Board grants options to directors, executive officers, other employees and consultants as incentives. The level of stock options awarded to a Named Executive Officer (as hereinafter defined) is determined by his position and his potential future contributions to the Corporation.

4. APPROVAL OF THE COMPANY'S STOCK OPTION PLAN

The Board of Directors (the "**Board**") and Shareholders have previously approved the Corporation's stock option plan (the "**Plan**") for the benefit of the Directors, Officers, employees, and consultants of the Corporation, which complies with the policies of the TSX Venture Exchange ("**TSXVE**"). Under the Plan, which was last approved by Shareholders on September 30, 2020, the Corporation may grant options to its Directors, Officers, employees, and consultants.

The Plan is a "rolling" stock option plan as described in TSXVE Policy 4.4, that being a revolving or regenerating plan under which options not exceeding a fixed proportion (namely, 10%) of the Corporation's issued and outstanding Common Shares may be reserved from time to time, subject to annual review and approval of the Plan by Shareholders and the TSXVE. Additional information on the plan is disclosed in the section entitled "Securities Authorized for Issuance Under Equity Compensation Plans".

It is proposed that the Shareholders pass a resolution approving the Plan substantially in the form set forth below:

"NOW THEREFORE BE IT RESOLVED BY ORDINARY RESOLUTION THAT:

1. the continued use of the Corporation's existing stock option plan (the "**Plan**"), all as more particularly described in the management information circular dated December 7, 2021, is hereby ratified and approved;
2. the Corporation be and is hereby authorized to grant stock options pursuant and subject to the terms and conditions of the Plan, entitling the option holders to purchase up to that number of common shares that is equal to 10% of the issued and outstanding shares of the Corporation at the time of the grant; and
3. any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by the TSX Venture Exchange or applicable securities regulatory authorities and to complete all transactions in connection with the implementation of the Plan."

The Board recommends a vote FOR the ordinary resolution ratifying and approving the continued use of the Plan. Unless such authority is withheld, the persons named in the enclosed Form of Proxy intend to vote FOR the resolution ratifying and approving the continued use of the Plan.



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OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management knows of no matters to come before the Meeting other than the matters referred to in the Notice of Meeting. Receipt at the Meeting of reports to the Directors and auditors and the Corporation’s financial statements for its last completed financial year and the auditors’ report thereon will not constitute approval or disapproval of any matters referred to therein. If any matters which are not now known should properly come before the Meeting, the accompanying Form of Proxy will be voted on such matters in accordance with the best judgment of the person voting it.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation has implemented the Plan, described in more detail under the headings “*Part II – Statement of Executive Compensation – Stock Option Plan and Other Incentive Plans*” above. The following table sets out additional information with respect to the Plan as of December 31, 2020.

Name and Position	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (#)	Number of securities remaining available for future issuance under equity compensation plans (excluding security reflected in column (a)) (\$)
Stock Option Plan ⁽¹⁾	13,100,00	\$0.07	4,668,864
Equity Compensation Plans Not Approved by Shareholders	N/A	N/A	N/A

Notes:

⁽¹⁾ The Corporation’s stock option Plan is a 10% “rolling number” stock option plan – see “*Part I: Business to be Conducted at the Meeting – Approval of Stock Option Plan*” for more information.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No person who is now or was at any time since the beginning of the most recently completed financial year of the Corporation has been, a director, executive officer or senior officer of the Corporation, or associate thereof, been indebted to the Corporation, or had indebtedness during that period which was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

AUDITORS

The external auditor of the Corporation is Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, BC. Davidson & Company LLP, Chartered Accountants were first appointed as the Corporation’s Auditors in 2016.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the directors or senior officers of the Corporation, nor any proposed director of the Corporation, nor any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Corporation’s last completed fiscal year or in any proposed transaction which, in either case, has or will materially affect the Corporation.



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MANAGEMENT CONTRACTS

Management functions of the Corporation are substantially performed by senior officers of the Corporation and not, to any substantial degree, by any other person with whom the Corporation has contracted.

DISCLOSURES RELATING TO CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”) and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) set out a series of guidelines for effective corporate governance. The guidelines address matters such as the constitution and independence of corporate boards, the function to be performed by boards and their committees and the effectiveness and education of board members. NI 58-101 requires the disclosure by each reporting issuer of its approach to corporate governance with reference to the guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of conformity. The following disclosure is provided in accordance with the corporate governance disclosure prescribed by Form 58-101F2 of NI 58-101.

Board of Directors

NI 58-101 defines an “independent director” as a director who has no direct or indirect material relationship with the Corporation. A “material relationship” is defined as a relationship, which could, in the view of the Board, be reasonably expected to interfere with such member’s independent judgment.

The Board is currently comprised of four members. The Board of Directors has determined that the Board will consist of four persons to be elected at the Meeting and has nominated that number of individuals for election at the Meeting. Under NI 58-101 and NP 58-201, all of the Directors are considered “independent” as that term is defined therein, except Chad Williams who is not considered independent as he is the Chief Executive Officer of the Corporation.

Directorships

Certain of the Directors of Honey Badger are also directors of other reporting issuers in a Canadian jurisdiction (or the equivalent in a foreign jurisdiction) as follows:



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Director Name	Issuer
Chad Williams	Deep-South Resources Inc. (TSXV), Golden Tag Resources Ltd (TSXV), Blue Thunder Mining Inc. (TSXV), and Karora Resources Inc. (TSXV)
Brian Briggs	None
William Douglas Eaton	GGL Resources Corp. (TSXV), Strategic Metals Ltd. (TSXV), Rockhaven Resources Ltd. (TSXV), Silver Range Resources Ltd. (TSXV)
John Hambury Hill	None

Nomination of Directors

The Board performs the functions of a nominating committee and is responsible for the appointment and assessment of Directors. The Board believes that this is a practical approach at this stage of Honey Badger’s development and given the small size of the Board. While there are no specific criteria for Board membership, Honey Badger attempts to attract and maintain Directors with business knowledge and an established knowledge of mineral exploration and development, or other areas such as finance, which would assist in guiding the Officers of Honey Badger.

As such, nominations tend to be the result of recruitment efforts by management of Honey Badger and discussions among Directors prior to the consideration by the Board as a whole.

Policies Regarding the Representation of Women on the Board and in Executive Officer Positions

The Corporation has not adopted a written policy relating to the identification and nomination of women directors and executive officers. The Corporation has not adopted a target regarding women on the board and in executive officer positions. Given the small size of the Corporation’s management team, which consists primarily of the CEO and CFO, the Board believes adopting a target regarding women in executive officer positions is not practical at this stage in the Corporation’s development.

As at December 7, 2021, the Corporation had no female Directors and one female executive officer. Management is proposing a female candidate for election to the Board at the Meeting.

Director Term Limits

The Corporation has not adopted term limits for or other mechanisms for board renewal. The Board believes that term limits are not practical at this stage of the Corporation’s development.



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Board's Relations with Management

The interaction between Management and Board members, both inside and outside of meetings of the Board, ensures that the Board is properly informed and that the Board members' experience is brought to bear when needed by management.

The Board remains sensitive to corporate governance issues and seeks to set up the necessary structures to ensure the effective discharge of its responsibilities without creating additional overhead costs or reducing the return on shareholders' equity. The Board is committed to ensuring the long-term viability of Honey Badger, as well as the well-being of its consultants and of the communities in which it operates. The Board has also adopted a policy of permitting individual Directors under appropriate circumstances to engage legal, financial or other expert advisors at Honey Badger's expense.

Director Compensation

Refer to "Executive Compensation – Compensation Discussion and Analysis" for a discussion of the steps taken to determine the compensation of the NEOs of Honey Badger. Refer to "Executive Compensation – Director Compensation" for a discussion of the steps taken to determine the compensation of the Directors of Honey Badger.

Director Assessment

The Board assesses, on an annual basis, the contribution of the Board as a whole and each of the individual Directors, in order to determine whether each is functioning effectively.

Director Orientation and Continuing Education

Honey Badger does not provide a formal orientation and education program for new Directors. However, new Directors are given an opportunity to familiarize themselves with Honey Badger by visiting our corporate offices, meeting with other Directors, reviewing the rules and regulations of the stock exchange where the shares are listed, and reviewing the corporate by-laws. Moreover, new Directors are encouraged to speak with Honey Badger's solicitors to become familiarized with their legal responsibilities as Directors.

Ethical Business Conduct

The role of the Board is to oversee the conduct of Honey Badger's business, to set corporate policy and to supervise management, which is responsible to the Board for the day-to-day conduct of business. However, given the size of the Corporation, all material transactions are addressed at the Board level. The Board discharges five specific responsibilities as part of its overall "stewardship responsibility". These are:

- (1) Strategic Planning Process: Given Honey Badger's size, the strategic plan is elaborated directly by management, with input from and assistance of the Board;
- (2) Managing Risk: The Board directly oversees most aspects of the business of Honey Badger and thus does not require the elaboration of "systems" or the creation of committees to effectively monitor and manage the principal risks of all aspects of the business of Honey Badger;
- (3) Appointing, Training and Monitoring Senior Management: No elaborate system of selection, training and assessment of management has been established, as those would prove too costly; however, the Board closely monitors management's performance, which is measured against the overall strategic plan, through reports by and regular meetings with management;



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- (4) Communication Policy: It is and has always been the unwritten policy of the Board to communicate effectively with its shareholders, other stakeholders, and the public generally through statutory filings and mailings, as well as news releases; the shareholders are also given an opportunity to make comments or suggestions at shareholder meetings; these comments and suggestions are then factored into the Board's decisions; and
- (5) Ensuring the Integrity of Honey Badger's Internal Control and Management Information System: Given the involvement of the Board in operations, the reports from and the meetings with management, the Board can effectively track and monitor the implementation of approved strategies.

DISCLOSURES RELATING TO AUDIT COMMITTEE

National Instrument 52-110 – Audit Committees (“**NI 52-110**”) requires the Corporation, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor. The following disclosure is provided in accordance with the audit committee disclosure prescribed by Form 52-110F2 of NI 52-110.

Audit Committee Charter and Composition

The Board has established an Audit Committee consisting of three Directors of the Corporation, the majority of whom are not Officers, employees, or Control Persons of the Corporation.

As of the Record Date December 7, 2021, Brian Briggs who is Chair, Doug Eaton and Chad Williams are members of the audit committee and are “financially literate” as defined in NI 52-110. All members of the Audit Committee are “independent” Directors, as defined in NI 52-110, except Chad Williams who is not considered independent as he is the Chief Executive Officer of the Corporation.

Pursuant to NI 52-110, a person is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements.

As a “venture issuer”, as defined in NI 52-110, the Corporation is relying on an exemption provided in section 6.1 thereunder from certain disclosure requirements and requirements regarding the composition of the audit committee, including the requirement that all members qualify as “independent”.

The responsibilities and operation of the Audit Committee are set out in the Corporation's Audit Committee charter (see Appendix “A”).

Relevant Education and Experience

Brian Briggs

Mr. Briggs has significant expertise in managing social license and environmental issues including rehabilitation of brown fields locations and historic environmental impacts. He has been in many senior management roles including Managing Director, COO and numerous VPs and or Project Management positions in domestic and international organizations. He is a professional engineer with over 30 years of industry experience in both underground and surface mine operations holding a BS in Mining Engineering and MS in Agricultural engineering from the University of Wyoming.



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Doug Eaton

Mr. Eaton has explored in Yukon for the past 50 years as a partner in Archer, Cathro & Associates (1981) Limited, a consulting firm that specializes on that territory. He has gained exceptional knowledge of Yukon geology and mining practices, which includes hands-on experience in small-scale silver mining while overseeing very profitable high-grading operations on properties in the Keno Hill District. He has been a director and officer of numerous public companies since the mid-1980s. Mr. Eaton obtained a Bachelor of Arts from the University of Alberta in 1971 and a Bachelor of Science in Geology from the University of British Columbia in 1980.

Chad Williams

Mr. Williams, P Eng., is the Founder, Chairman and CEO of Blue Thunder Mining Inc. In addition, he is the Founder and Chairman of Red Cloud Mining Capital Inc. Previously, Mr. Williams was the President and CEO of Victoria Gold Corp. He has extensive experience in mining finance and management. Mr. Williams has been a director of several emerging mining companies and was a founder of Agilith Capital Inc. as well as Westwind Capital Inc. Mr. Williams was the Head of Mining Investment Banking at Blackmont Capital Inc. and was also a top-ranked mining analyst at TD Bank and other Canadian brokerage firms. Mr. Williams holds both a Bachelor of Engineering (Mining) and an MBA from McGill University. He is the Chairman of Seven Aces Ltd., a public gaming company and Chairman and director of Golden Tag Resources.

In addition to the background and experience noted with respect to each member of the Audit Committee, all members of the Audit Committee had direct access to the Corporation's auditors and to the Corporation's management.

Audit Committee Oversight

Since the commencement of the most recently completed financial year, the Board adopted all the recommendations of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the most recently completed financial year, the Corporation did not rely on an exemption provided under Section 2.4 (*De Minimis Non-Audit Services*) of NI 52-110, nor has the Corporation obtained or relied upon any exemption from a securities regulatory authority or regulator from the requirements of Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures regarding the engagement of non-audit services but does review such matters as they arise in light of factors such as the Corporation's current needs, the availability of services from other sources and the other services provided by the Corporation's auditor.

EXTERNAL AUDITOR SERVICES FEES

The following table sets out the aggregate fees billed by the Corporation's external auditor during each of the last two fiscal years.



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Category of Fees	Year Ended December 31, 2020 (\$)	Year Ended December 31, 2019 (\$)
Audit Fees ⁽¹⁾	25,000	20,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	8,200	6,000
All Other Fees ⁽⁴⁾	Nil	Nil

Notes:

- (1) Fees billed by the Corporation’s external auditor during the fiscal year.
- (2) Fees billed during the fiscal year for assurance and related services by the Corporation’s external auditor that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and are not reported under “Audit Fees”.
- (3) Fees billed during the fiscal year for services rendered by the Corporation’s external auditor for tax compliance, tax advice and tax planning.
- (4) Aggregate fees billed during the fiscal year for products and services provided by the Corporation’s external auditor, other than the services reported under “Audit Fees”, “Audit-Related Fees” and “Tax Fees”.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is filed on the System for Electronic Data Analysis and Retrieval (“SEDAR”) and can be accessed on the internet at www.sedar.com. Financial information is provided in the Corporation’s comparative financial statements and in its management discussion and analysis (“MD&A”) for its most recently completed financial year.

Shareholders may request copies of such financial statements and MD&A by mailing a request to: Honey Badger Silver Inc., 2704-401 Bay Street, Toronto, Ontario, M5H 2Y4.

DIRECTORS’ APPROVAL

The contents and sending of this Circular have been approved by the Board.

DATED at Toronto, Ontario on December 23, 2021.

(Signed) “Chad Williams”

Chad Williams

Executive Chairman

APPENDIX “A”

AUDIT COMMITTEE CHARTER

General and Authority - The Audit Committee (the “**Committee**”) is appointed by the Board of Directors of Honey Badger Silver Inc. (the “**Corporation**”). The Committee is a key component of the Corporation’s commitment to maintaining a higher standard of corporate responsibility. The Committee shall review the Corporation’s financial reports, internal control systems, the management of financial risks and the external audit process. It has the authority to conduct any investigation appropriate to its responsibilities. The Committee shall have the authority to: engage independent counsel and other advisors as it determines necessary to carry out its duties; set and pay the compensation for advisors employed by the Committee; and communicate directly with the internal and external auditors.

Overseeing the External Audit Process – (a) the Committee shall recommend to the Board the external auditor to be nominated, shall set the compensation for the external auditor and shall ensure that the external auditor reports directly to the Committee, (b) the Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting, (c) the Committee shall review the external auditor’s audit plan, including scope, procedures and timing of the audit, (d) the Committee shall pre-approve all non-audit services to be provided by the external auditor, (e) the Committee shall review and approve the Corporation’s hiring policies regarding partners, employees and former partners and employers of the present and former external audit, and (f) the Committee shall review fees paid by the Corporation to the external auditor and other professionals in respect of audit and non-audit services on an annual basis.

Financial Reporting and Internal Controls – (a) The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with generally accepted accounting principles, that the information contained therein is not erroneous, misleading or incomplete and that the audit function has been effectively carried out, (b) the Committee shall report to the Board with respect to its review of the annual audited financial statements and recommend to the Board whether or not same should be approved prior to their being publicly disclosed, (c) the Committee shall review the Corporation’s annual and interim financial statements, management’s discussion and analysis relating to annual and interim financial statements, and earnings press releases prior to any of the foregoing being publicly disclosed by the Corporation, (d) the Committee shall satisfy itself that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information extracted or derived from the Corporation’s financial statements other than the disclosure referred to in Section 3.2(c) of this Charter, and periodically assess the adequacy of these procedures, (e) the Committee shall oversee any investigations of alleged fraud and illegality relating to the Corporation’s finances, (f) the Committee shall establish procedures for: (1) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and (2) the confidential, anonymous submission by employees of the Corporation or concerns regarding questionable accounting or auditing matters, and (g) the Committee shall meet no less frequently than annually with the external auditor and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls, auditing matters and such other matters as the Committee deems appropriate.

Risk Management and Other Responsibilities - The Committee shall inquire of management and the external auditor regarding significant risks or exposures to which the Corporation may be subject and shall assess the adequacy of the steps management has taken to minimize such risks. The Committee shall perform any other responsibilities consistent with this charter and any applicable laws as appropriate.

Composition - The Committee shall be composed of three or more directors, the majority of whom are not employees, Control Persons or officers of the Corporation or any of its Associates or Affiliates, as such capitalized terms are defined by the TSX Venture Exchange, (b) if at any time, the Corporation ceases to be exempt from Part 3 of Multilateral Instrument 52-100 - Audit Committees, every audit committee member shall be Independent, as such term is defined in said Instrument, (c) notwithstanding Sections 4.1(a) and 4.1(b) of this Charter, the Committee and its membership shall at all times be so constituted as to meet all current, applicable legal, regulatory and listing requirements, including, without limitation, securities laws and the requirements of the TSX and the TSX Venture Exchange and of all applicable securities regulatory authorities, and (d) committee members shall be appointed by the Board from time to time. One member shall be designated by the Board to serve as Chair.

Meetings – (a) The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable laws. A minimum of two and at least 50% of the members present either in person or by telephone shall constitute a quorum. Further, in order for a quorum to be constituted, the majority of members present must not be employees, Control Persons or officers of the Corporation or any of its Associates or Affiliates, as such capitalized terms are defined by the TSX Venture Exchange, (b) if and whenever a vacancy in the Committee shall exist, the remaining members may exercise all of its powers and responsibilities provided that a quorum (as herein defined) remains in office, (c) the time and place at which meetings of the Committee shall be held, and the procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile or electronic means, by giving 48 hours’ notice, or such greater notice as may be required under the Corporation’s By-Laws, provided that no notice shall be necessary if all the members are present either in person or by telephone or if those absent have waived notice or otherwise



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indicated their consent to the holding of such meeting, (d) the Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person, who need not be a member, to act as a secretary at any meeting, (e) the Committee may invite such officers, directors and employees of the Corporation as it deems appropriate, from time to time, to attend meetings of the Committee, (f) Any matters to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all members of the Committee, and such actions shall be effective as though they had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.

Reporting to the Board - The Committee shall report regularly to the Board on Committee activities, findings and recommendations. The Committee is responsible for ensuring that the Board is aware of any matter that may have a significant impact on the financial condition or affairs of the Corporation.

Continued Review of the Charter - The Committee shall review and assess the continued adequacy of this Charter annually and submit such proposed amendments as the Committee sees fit to the Board for its consideration.