

**Form 51-102F3.**

**MATERIAL CHANGE REPORT**

**1. Name and Address of the Issuer**

Honey Badger Silver Inc. ("Honey Badger" or the "Company")  
401 Bay Street, Suite 2704  
Toronto, Ontario  
M5H 2Y4

**2. Date of Material Change**

May 24, 2023

**3. News Release**

The attached news release (Annexure A) was released on May 24, 2023.

**4. Summary of Material Change**

Honey Badger Silver Closes Final Tranche of \$1.25 Million Hard Dollar and Flow-Through Non-Brokered Private Placement.

**5. Full Description of Material Change**

The Company announced the hard dollar component of the Offering involved the sale of units ("HD Units") at a price of \$0.15 per HD Unit. Each HD Unit consists of one common share of the Company and one half of a common share purchase warrant, with each whole warrant entitling the holder to acquire one common share of the Company at a price of \$0.18 for a period of 36 months from the date of closing. The proceeds from the sale of the HD Units will be used to finance closing obligations and exploration activities on the Company's Cachinal project in Chile and for general working capital purposes. In the first tranche closing on April 11, 2023, the Company sold 5,256,668 HD Units for gross proceeds of \$788,500. In the second tranche closing, the Company sold an additional 1,447,000 HD Units for additional gross proceeds of \$217,050. The gross proceeds from the sale of the 6,703,668 HD Units in both closings totalled \$1,005,550.

The flow-through component of the Offering involves the sale of units ("FT Units") at a price of \$0.16 per FT Unit. Each FT Unit consists of one common share of the Company and one half of a common share purchase warrant, with each whole warrant having the same terms as the warrants comprising the HD Units. The proceeds from the sale of the FT Units will be used to fund exploration programs on one or more of the Company's exploration properties located in Yukon, Quebec, and Nunavut that will qualify as "Canadian Exploration Expenses" and, once renounced, "flow-through mining expenditures", as those terms are defined in the Income Tax Act (Canada). In the first tranche closing on April 11, 2023, the Company sold 1,234,375 FT Units for gross proceeds of \$197,500. In the second tranche closing, the Company sold an additional 365,000 FT Units for additional gross proceeds of \$58,400. The proceeds from the sale of the 1,599,375 FT Units in both closings totalled \$255,900. An insider of the Company acquired 15,000 HD Units and 15,000 FT Units in the second tranche closing for total gross proceeds of \$4,650. The insider's participation in the Offering is a "related party transaction" pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on the exemption from minority shareholder approval requirements under MI

61-101, as the fair market value of the insider's participation in the Offering does not exceed 25% of the market capitalization of the Company. In connection with the Offering, the Company paid fees to eligible finders consisting of an aggregate of: (i) \$39,921.01; and (ii) 51,940 Warrants (the "Broker Warrants"). Each Broker Warrant is exercisable by the holder to acquire one Common Share for a period of 36 months from the date of closing of the Second Tranche of the Offering at a price of C\$0.18 per share.

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

Not applicable.

6. **Omitted Information**

None.

8. **Executive Officer**

For further information, please contact Donna McLean, CFO of the Issuer, at 416 642-1807.

9. **Date of Report**

May 26, 2023

# Honey Badger Silver Closes Final Tranche of 1.25 Million Hard Dollar and Flow-Through Non-Brokered Private Placement

Toronto, Ontario--(Newsfile Corp. - May 24, 2023) - **Honey Badger Silver Inc.** (TSXV: TUF) ("**Honey Badger**" or the "**Company**") is pleased to announce the closing of the second and final tranche of its previously announced non-brokered hard dollar and flow-through private placement (the "**Offering**"). All dollar amounts are in Canadian funds.

## Hard Dollar Offering

The hard dollar component of the Offering involved the sale of units ("**HD Units**") at a price of \$0.15 per HD Unit. Each HD Unit consists of one common share of the Company and one half of a common share purchase warrant, with each whole warrant entitling the holder to acquire one common share of the Company at a price of \$0.18 for a period of 36 months from the date of closing. The proceeds from the sale of the HD Units will be used to finance closing obligations and exploration activities on the Company's Cachinal project in Chile and for general working capital purposes.

In the first tranche closing on April 11, 2023, the Company sold 5,256,668 HD Units for gross proceeds of \$788,500. In the second tranche closing, the Company sold an additional 1,447,000 HD Units for additional gross proceeds of \$217,050. The gross proceeds from the sale of the 6,703,668 HD Units in both closings totalled \$1,005,550.

## Flow-Through Offering

The flow-through component of the Offering involves the sale of units ("**FT Units**") at a price of \$0.16 per FT Unit. Each FT Unit consists of one common share of the Company and one half of a common share purchase warrant, with each whole warrant having the same terms as the warrants comprising the HD Units. The proceeds from the sale of the FT Units will be used to fund exploration programs on one or more of the Company's exploration properties located in Yukon, Quebec, and Nunavut that will qualify as "Canadian Exploration Expenses" and, once renounced, "flow-through mining expenditures", as those terms are defined in the *Income Tax Act* (Canada).

In the first tranche closing on April 11, 2023, the Company sold 1,234,375 FT Units for gross proceeds of \$197,500. In the second tranche closing, the Company sold an additional 365,000 FT Units for additional gross proceeds of \$58,400. The proceeds from the sale of the 1,599,375 FT Units in both closings totalled \$255,900.

An insider of the Company acquired 15,000 HD Units and 15,000 FT Units in the second tranche closing for total gross proceeds of \$4,650. The insider's participation in the Offering is a "related party transaction" pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company is relying on the exemption from minority shareholder approval requirements under MI 61-101, as the fair market value of the insider's participation in the Offering does not exceed 25% of the market capitalization of the Company.

In connection with the Offering, the Company paid fees to eligible finders consisting of an aggregate of: (i) \$39,921.01; and (ii) 51,940 Warrants (the "Broker Warrants"). Each Broker Warrant is exercisable by the holder to acquire one Common Share for a period of 36 months from the date of closing of the Second Tranche of the Offering at a price of C\$0.18 per share.

All securities issued pursuant to the Offering are subject to a four-month statutory hold period under Canadian securities laws.

**This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.**

## **About Honey Badger Silver Inc.**

Honey Badger Silver is a Canadian silver company based in Toronto, Ontario, that is focused on the acquisition, development, and integration of accretive transactions of silver ounces. The Company is led by a highly experienced leadership team with a track record of value creation backed by a skilled technical team. With significant land holdings in southeast and south-central Yukon, including the Plata property 180 kms to the east of the Keno Hill silver district, as well as Ontario's historic Thunder Bay Silver District, Honey Badger Silver is positioning to be a top-tier silver company.

ON BEHALF OF THE BOARD

## **George Davis, President & CEO**

Investors that are interested in further information on the Offering may also do so through the Sharechest Connector on our website at [www.honeybadgersilver.com](http://www.honeybadgersilver.com), which is an innovative solution to streamline and simplify communications with potential investors.

For more information, contact Ms. Michelle Savella for Investor Relations | [msavella@honeybadgersilver.com](mailto:msavella@honeybadgersilver.com) | (604) 828-5886

***Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.***

## **Cautionary Note Regarding Forward-Looking Information**

*This news release contains "forward-looking information" within the meaning of the applicable Canadian securities legislation that is based on expectations, estimates, projections and interpretations as at the date of this news release. Forward-looking information in this news release includes statements regarding: the structure and anticipated benefits of completing the acquisition of the Cachinal Project (including historical resource estimate and possible positive effects on cash-flow); and any other information herein that is not a historical fact may be "forward-looking information". Any statement that involves discussions with respect to predictions, expectations, interpretations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "interpreted", "management's view", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information and are intended to identify forward-looking information. This forward-looking information is based on reasonable assumptions and estimates of management of the Company at the time such assumptions and estimates were made, and involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Honey Badger to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information.*

*Such factors include, but are not limited to, risks relating to capital and operating costs varying*

*significantly from estimates; delays in obtaining or failures to obtain required governmental, environmental or other project approvals; uncertainties relating to the availability and costs of financing needed in the future; changes in equity markets; inflation; fluctuations in commodity prices; delays in the development of projects; other risks involved in the mineral exploration and development industry; and those risks set out in the Company's public documents filed on SEDAR ([www.sedar.com](http://www.sedar.com)) under Honey Badger's issuer profile. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed timeframes or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.*

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**HONEY BADGER**  
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