

**BLACKHAWK RESOURCE CORP.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON SEPTEMBER 14, 2011**

**NOTICE IS HEREBY GIVEN THAT A SPECIAL MEETING** (the “**Meeting**”) of holders of common shares of Blackhawk Resource Corp. (the “**Corporation**”) will be held at Livingston Place, Suite 1000, 250 - 2<sup>nd</sup> Street S.W., Calgary, Alberta, at 10:00 a.m., on Wednesday, September 14, 2011 for the following purposes:

1. to consider, and if thought fit, approve the special resolution, as more particularly set forth in the accompanying management information circular dated August 15, 2011 prepared for the purpose of the Meeting (the “**Information Circular**”), approving and authorizing the sale of the Corporation’s interest in the petroleum and natural gas rights, the tangibles and the miscellaneous interests related to its Bodo properties, held by Blackhawk Resource Operating Corp. (a wholly owned subsidiary of the Corporation), being substantially all the Corporation’s assets, in two concurrent arm’s length transactions to RIA Resources Corp. and a private company for gross proceeds of \$6.8 million (the “**Asset Sale**”), in accordance with the terms and conditions of the two related asset purchase and sale agreements each dated effective July 26, 2011; and
2. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

**The nature of the business to be transacted at the Meeting and the specific details relating thereto are described in further detail in the Information Circular and the appendices thereto which are incorporated into and are deemed to form part of this Notice.**

**The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is August 15, 2011 (the “Record Date”). Shareholders of the Corporation whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of his shares after such date and the transferee of those shares establishes that he owns the shares and requests, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.**

**It is desirable that as many shares as possible be represented at the meeting. A registered Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. The person duly appointed by an Instrument of Proxy will only be entitled to vote the shares represented thereby if the Instrument of Proxy is delivered to the Corporation’s registrar and transfer agent, Olympia Trust Company, 2300, 125 - 9th Avenue S.E., Calgary, Alberta, T2G 0P6, not less than 48 hours, excluding Saturdays, Sundays and holidays, before the time fixed for**

**holding the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**

Registered Shareholders have the right to dissent with respect to the Asset Sale and be paid the fair value of their Common Shares in accordance with Section 191 of the *Business Corporations Act* (Alberta). A registered Shareholder's right to dissent is more particularly described in the accompanying Information Circular. Failure to strictly comply with the requirements set out in Section 191 of the *Business Corporations Act* (Alberta) may result in the loss of any right of dissent.

**DATED this 15<sup>th</sup> day of August, 2011.**

BY ORDER OF THE BOARD OF DIRECTORS

*“David Antony”*

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**Chief Executive Officer**