

**BLACKHAWK RESOURCE CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON DECEMBER 22, 2014**

**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING** (the "**Meeting**") of holders of common shares ("**Common Shares**") of Blackhawk Resource Corp. (the "**Corporation**") will be held at 1000, 250 - 2<sup>nd</sup> Street S.W., Livingston Place, Calgary, Alberta, at 10:00 a.m., on Monday, December 22, 2014 for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended June 30, 2014 and the report of the auditor thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at four (4);
3. to elect the board of directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor's remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying Management Information Circular, relating to the re-approval of the stock option plan of the Corporation;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying Management Information Circular, approving a change of business of the Corporation from an "oil and gas issuer" to an "investment issuer" pursuant to the policies of the TSX Venture Exchange Inc. (the "**Proposed COB**");
7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution, as more particularly set forth in the accompanying Management Information Circular, approving the name change of the Corporation to "Blackhawk Management Corp." or such other name that is acceptable to the board of directors of the Corporation, upon completion of the Proposed COB; and
8. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

DATED this 25<sup>th</sup> day of November, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"David Antony"*

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David Antony

Chief Executive Officer and Director

**IMPORTANT**

**It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by Computershare Trust Company of Canada, Attn: Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, at least 48 hours, excluding Saturdays, Sundays and holidays, before 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.**