

# BLACKHAWK RESOURCE CORP.

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## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Blackhawk Resource Corp. (the “**Company**”) will be held at Suite 3810, Bankers Hall West, 888 – 3<sup>rd</sup> Street S.W., Calgary, Alberta, Canada on the 21st day of February 2020, at 11:00 a.m. (Calgary time) for the following purposes:

1. to consider, and if thought fit, to pass, with or without variation, a special resolution to approve the continuation of the Company from the Business Corporations Act (Alberta) (the “**ABCA**”) into British Columbia, under the Business Corporations Act (British Columbia) (the “**BCBCA**”), and the adoption of a new set of articles in accordance with the BCBCA; and
2. to consider, and if thought fit, to pass, with or without variation, a special resolution authorizing the change of name of the Company to “Blackhawk Growth Corp.” or such other name as the Board of Directors, in its sole discretion and subject to applicable regulatory approval, determines to be appropriate.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

As set out in the notes, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

**DATED** this 20<sup>th</sup> day of January, 2020.

By order of the Board of Directors.

**BLACKHAWK RESOURCE CORP.**

*/s/ “Frederick Pels”*

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**Frederick Pels**  
**President and Chief Executive Officer**

**Take notice pursuant to the ABCA that you may, at or prior to the Meeting at which the special resolution for continuation of the Company from the ABCA to the BCBCA is to be passed, give a notice of objection by registered mail addressed to: Frederick Pels, President and Chief Executive Officer of Blackhawk Resource Corp., c/o Cassels Brock & Blackwell LLP, Attention: Sam Cole, 2200 HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, with respect to the said special resolution for continuation. As a result of giving a notice of objection you may, on receiving from the Company a notice of resolution under subsection 191(5) of the ABCA, require the Company to purchase all your shares in respect of which the notice of objection was given. If the Company does not proceed with the proposed continuation, it will not be obliged to purchase any shares in respect of which a notice of dissent has been given. Dissenting shareholders should note that the exercise of objection rights can be complex, time-sensitive and an expensive procedure and may result in the Company abandoning the continuance. Dissenting shareholders should consult their legal advisors with respect to the legal rights available to them in relation to the proposed continuation.**