

BLACKHAWK GROWTH CORP.

Suite 303, 750 West Pender Street
Vancouver, British Columbia, V6C 2T7
Telephone: 604-991-7737

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Blackhawk Growth Corp. (the “**Company**”) will be held at Suite 303, 750 West Pender Street, Vancouver, British Columbia, Canada on the 29th day of January 2021 at 10:00 a.m. for the following purposes:

- (a) to receive the audited consolidated financial statements of the Company as at and for the financial year ended June 30, 2020, together with the report of the auditor thereon;
- (b) to re-appoint Shim and Associates LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
- (c) to fix the number of the directors of the Company for the ensuing year at five (5)
- (d) to elect directors to hold office for the ensuing year;
- (e) to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the implementation of a restricted share unit plan, as more particularly described in the accompanying management proxy circular “*Adoption of Incentive Plans*”; and
- (f) to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the implementation of a deferred share unit plan, as more particularly described in the accompanying management proxy circular “*Adoption of Incentive Plans*”.

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.

The Company is offering Shareholders the opportunity to participate in the Meeting by way of teleconference. Registered Shareholders, or proxyholders representing registered Shareholders, participating in the Meeting by way of teleconference will be considered present in person at the Meeting for the purposes of determining quorum. Shareholders wishing to participate by teleconference may do so by dialing the following conference line, and entering the conference ID set forth below:

Conference Line: 1-855-453-6958

Conference ID: 1414272

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.

We strongly encourage Shareholders to attend the Meeting via teleconference and to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 10:00 a.m. on Wednesday, January 27, 2020, as voting will not be available via telephone on the day of the Meeting.

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 24th day of December 2020.

By order of the Board of Directors

BLACKHAWK GROWTH CORP.

/s/ "Frederick Pels"

Frederick Pels
President and Chief Executive Officer