

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (“**Blackhawk Shareholders**”) of common shares (the “**Blackhawk Shares**”) of Blackhawk Growth Corp. (“**Blackhawk**”) will be held at Suite 303, 750 West Pender Street, Vancouver, British Columbia, Canada and virtually via live teleconference on December 22, 2022 at 10:00 a.m. (Pacific time). Shareholders may attend the Meeting via live teleconference, by dialing:

Canada toll free: 1.866.651.2727

Access code: 6355630

Blackhawk Shareholders will not be able to vote their Blackhawk Shares by attending the Meeting virtually via live teleconference. If you are a registered Blackhawk Shareholder, you may only vote by attending the Meeting in person or by completing the enclosed form of proxy.

The Meeting is being held for the following purposes:

1. to consider, pursuant to an interim order of the Supreme Court of British Columbia dated November 30, 2022 (the “**Interim Order**”) and, if thought advisable, to pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) approving an arrangement (the “**Arrangement**”) under Section 288 of the *Business Corporations Act* (British Columbia) (the “**Business Corporations Act**”), involving, among others, Blackhawk and 1286409 B.C. Ltd. (“**SpinCo**”), the full text of which is set forth in Appendix A to the accompanying management information circular (the “**Circular**”);
2. to consider and, if deemed advisable, pass an ordinary resolution approving a stock option plan for SpinCo in the form set forth in 1)a)i)(1)(a)(i)1. Appendix F to the Circular, subject to the completion of the Arrangement; and
3. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Circular contains the full text of the Arrangement Resolution and provides additional information relating to the subject matter of the Meeting, including the Arrangement, and is deemed to form part of this Notice of Meeting.

Blackhawk Shareholders are entitled to vote at the Meeting either in person or by proxy. Registered Blackhawk Shareholders who are unable to attend the Meeting in person are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular. In order to be valid for use at the Meeting, proxies must be received by hand or mail at Traders Bank Building, 702, 67 Yonge Street Toronto, Ontario M5E 1J8, attn: Proxy Department, or by internet at <https://login.odysseytrust.com/pxlogin>, or by fax within North America at 1-800-517-4553 or via email to proxy@odysseytrust.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. Please advise Blackhawk or Odyssey of any change in your mailing address.

If you are a non-registered Blackhawk Shareholder, please refer to the section in the Circular entitled “*General Proxy Information - Voting by Blackhawk Shareholders*” for information on how to vote your Blackhawk Shares.

Pursuant to the Interim Order, each Blackhawk Shareholder has been granted the right to dissent in respect of the Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of the Blackhawk Shares, in respect of which such Blackhawk Shareholder dissents, in accordance with the dissent procedures contained in the Interim Order. To exercise such right: (a) a written notice of dissent with respect to the Arrangement Resolution from the registered Blackhawk Shareholder must be received by Blackhawk at Suite 303, 750 West Pender Street, Vancouver, British Columbia, Canada, by no later than 10:00 a.m. (Vancouver time) on the date that is two (2) Business Days before the Meeting date or two (2) Business Days before any adjournment or postponement of the Meeting; and (b) the Blackhawk Shareholder must have otherwise complied with the dissent procedures in the Interim

Order and the Business Corporations Act. The right to dissent is described in the Circular and the text of the Interim Order, which is attached as 1)a)i)(1)(a)(i)1.Appendix D to the Circular. The Board may decide to withdraw the Arrangement Resolution and not proceed with the Arrangement if it determines, in its sole discretion, that Blackhawk has received too many dissent notices from Blackhawk Shareholders. Failure to strictly comply with the requirements set forth in the Interim Order and the Business Corporations Act may result in the loss of any right of dissent.

DATED this 30th day of November, 2022.

By order of the Board of Directors

BLACKHAWK GROWTH CORP.

/s/ "Frederick Pels"

Frederick Pels
President and Chief Executive Officer