

# BLACKHAWK GROWTH CORP.

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## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

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**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 2200, 885 West Georgia Street, Vancouver, British Columbia, Canada on the 15<sup>th</sup> day of May, 2024 at 2:00 p.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, 2022 and 2023, together with the reports of the auditor thereon;
- (b) to re-appoint SHIM & 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 four (4);
- (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 re-approving the Company’s existing stock option plan, as more particularly described in the accompanying management proxy circular “*Incentive Plans*”;
- (f) to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the Company’s existing restricted share unit plan, as more particularly described in the accompanying management proxy circular “*Incentive Plans*”; and
- (g) to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the Company’s existing deferred share unit plan, as more particularly described in the accompanying management proxy circular “*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.

**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 12<sup>th</sup> day of April, 2024.

By order of the Board of Directors

**BLACKHAWK GROWTH CORP.**

/s/ “*Justin Hanka*”

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**Justin Hanka**  
**Chief Executive Officer**