

**BLACKHAWK RESOURCE CORP.**  
**(the “Company”)**

**Special Meeting of the Shareholders of the Company**  
**(the “Shareholders”)**

**MINUTES**

Friday February 21, 2020 11:00 a.m. (Calgary time)  
The offices of Cassels Brock & Blackwell LLP  
Suite 3810, Bankers Hall West, 888 – 3rd Street S.W., Calgary, Alberta

Present: Mr. Sam Cole (Cassels Brock & Blackwell LLP)  
Mr. Brandon Manhas (Cassels Brock & Blackwell LLP)  
Ms. Gail Hibbs (Odyssey Trust Company)  
Ms. Hilary Newton (Odyssey Trust Company)

Represented by Proxy: See Schedule

In Attendance: N/A

(A) **Chairman**

Mr. Sam Cole took the chair and Mr. Brandon Manhas acted as Secretary to the meeting.

(B) **Quorum**

The Chairman noted that he was holding proxies from twenty-two Shareholders representing 57,079,363 common shares of the Company. The Chairman declared that this constituted a quorum for the purposes of the meeting.

(C) **Scrutineer**

The Chairman called for a resolution for the appointment of a scrutineer to report on the Shareholders present in person and the number of common shares represented in person or by proxy at the meeting or any adjournment thereof. Gail Hibbs of Odyssey Trust Company was appointed as scrutineer.

(D) **Scrutineer’s Report on Attendance**

The Chairman stated that the scrutineer's report showed a quorum to be present and he therefore declared the requisite quorum to be present and the meeting to be regularly constituted. He directed that the formal report of the scrutineer be annexed to the minutes of the meeting as a schedule.

(E) **Notice of Meeting**

The notice convening the meeting, which was contained in a management information circular dated January 20, 2020 (the “**Circular**”) and sent to Shareholders setting out details of the proposed business of the Company at the meeting had been despatched to all Shareholders on January 31, 2020 and was taken as read.

(F) **Constitution of Meeting**

The Chairman declared that as notice of the meeting had been duly given and a quorum of shareholders was present, the meeting was duly constituted for the transaction of business.

(G) **Special Business – Continuance to British Columbia**

The Chairman turned the attention of the meeting to the consideration and approval of the continuance of the Company to British Columbia. The Chairman indicated that the affirmative vote of at least two-thirds of the votes cast in respect thereof was necessary in order to pass this resolution.

Upon motion duly made and seconded the following resolution was carried:

**BE IT HEREBY RESOLVED** as a special resolution of the shareholders of Company that:

1. The board of directors of the Company be and is hereby authorized to: (a) make an application for the discontinuance of the Company from the Province of Alberta and obtain a certificate of discontinuance in respect thereof, (b) continue the Company into the Province of British Columbia under section 302 of the Business Corporations Act (British Columbia) (“**BCBCA**”), and (c) file a continuation application and obtain a certificate of continuation and all such other certificates and writings with the Registrar of Companies under the BCBCA as required in connection with such continuance resulting in the Company becoming incorporated under and subject to the laws of the Province of British Columbia.
2. Subject to the issuance of such certificate of discontinuance and without affecting the validity of the Company and the existence of the Company by or under its charter documents and of any act done thereunder, effective upon the issuance of the certificate of continuation, the Company adopt the notice of articles attached to the continuation application and the articles to be substantially in the form attached to the management information circular of the Company dated January 20, 2020 as Schedule “A”, is hereby adopted and approved.

3. Any one director or officer of the Company be and is hereby authorized, on behalf of and in the name of the Company, to deliver, or cause to be delivered, in the name, and on behalf, of the Company, the application of discontinuance and articles of continuance to the applicable registrar of corporations, and to take any and all other necessary steps and proceedings, to execute, deliver and to file any and all declarations, agreements, documents and other instruments and to perform and do all such other acts and things as such director or officer in his discretion may consider necessary, advisable or useful for the purpose of giving effect to the Continuance, execution as aforesaid to be conclusive evidence of this and such director's or officer's approval.
4. Notwithstanding that this special resolution has been duly passed by the Shareholders of the Company, the directors of the Company be, and they hereby are, authorized and empowered to revoke this special resolution at any time before it is acted on and to determine not to proceed with the continuance of the Company under the BCBCA without further approval of the Shareholders of the Company.”

After those in favour so indicated by raising their hands, in addition to those Shareholders in favour so represented by proxy, the Chairman declared that the resolution approving the continuance to British Columbia was passed by more than two-thirds (66 ⅔%) of the votes cast at the meeting.

(H) **Special Business – Name Change**

The Chairman then advised the meeting that the next matter to be dealt with was a motion to approve the change of the Company's name to “Blackhawk Growth Corp.”, or such other name as is acceptable to the directors of the Company. The Chairman indicated that the affirmative vote of at least two-thirds of the votes cast in respect thereof was necessary in order to pass this resolution.

Upon motion duly made and seconded the following resolution was carried:

**BE IT HEREBY RESOLVED** as a special resolution of the shareholders of the Company that:

1. The change of the name of the Company to “Blackhawk Growth Corp.” or such other name acceptable to the CSE and as the directors of the Company, in their sole discretion, determine is appropriate is authorized and approved.
2. Any one director and officer of the Company be and is hereby authorized and directed for and on behalf of the Company, whether under its corporate seal or otherwise, to execute, deliver and file all such documents and to take all such other action(s) as may be deemed necessary or desirable for the implementation of this special resolution and any matters contemplated thereby.

3. The directors of the Company are hereby authorized and granted with absolute discretion to abandon the change of name of the Company at any time without further approval, ratification or confirmation by the shareholders of the Company.”

After those in favour so indicated by raising their hands, in addition to those Shareholders in favour so represented by proxy, the Chairman declared that the resolution approving the Name Change was passed by more than two-thirds (66 ⅔%) of the votes cast at the meeting.

(I) **Termination of Meeting**

There being no further business, the Chairman asked for a motion that the meeting be terminated. The following resolution was moved by Mr. Brandon Manhas and seconded by Ms. Gail Hibbs:

**BE IT RESOLVED THAT:**

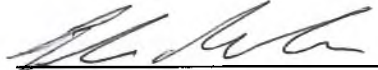
The meeting be terminated.

After those in favour so indicated by raising their hands, the Chairman declared that the motion terminating the meeting had been passed by all of the votes cast at the meeting.

*[SIGNATURE PAGE TO FOLLOW]*



Chairman of the Meeting



Secretary to the Meeting