

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Annual General and Special meeting** (the “**Meeting**”) of **GEOLOGICA RESOURCE CORP.** (“**Geologica**” or the “**Company**”) will be held at Suite 1100 – 1111 Melville Street, Vancouver, BC, on **Tuesday, January 2, 2024**, at **11:00 a.m.** (Pacific Time) for the following purposes:

- to receive the audited financial statements of the Company for the financial year ended December 31, 2022, together with the auditor’s reports thereon;
- to fix number of directors at five (5);
- to elect directors for the ensuing year;
- to appoint Sam S. Mah Inc., Chartered Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
- to pass, with or without variation, an ordinary resolution of disinterested shareholders to ratify and approve the continuation of the Company’s stock option plan, as more particularly described in the accompanying Information Circular; and
- to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Information Circular before voting.

Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or any adjournment thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) request for financial statements form.

The consolidated audited financial statements for the year ended December 31, 2022, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available on www.sedar.com.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided with the Circular and submit votes no later than December 28th 2023, at 11:00 a.m. (Pacific Time), the cut-off time for the deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

DATED at Vancouver, British Columbia, this **30th** day of **November, 2023**.

BY ORDER OF THE BOARD OF DIRECTORS:

GEOLOGICA RESOURCE CORP.

Signed: “*Douglas Unwin*”

DOUGLAS UNWIN

Chief Executive Officer and Director