

GEOLOGICA RESOURCE CORP.
Initial Public Offering of Common Shares
TERM SHEET

A final prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in certain of the provinces of Canada.

Copies of the final prospectus may be obtained from Research Capital Corporation at Suite 1920, 1075 West Georgia Street, Vancouver, BC V6E 3C9.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final prospectus, and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

Issuer:	Geologica Resource Corp. (the “ Company ”).
Incorporation:	The Company was incorporated under the <i>Business Corporations Act</i> (British Columbia). Its head office is located at 1735 – 555 Burrard St. Vancouver, BC V7X 1M9.
Business of the Company:	Exploration of mineral properties in Canada.
Offering:	Initial public offering (the “ Offering ”) of a minimum of 6,500,000 common shares and up to a maximum of 10,000,000 common shares of the Company (the “ Common Shares ”) on a commercially reasonable efforts basis.
Offering Size:	Minimum of \$650,000 and up to a maximum of \$1,000,000
Offering Price:	\$0.10 per Common Share.
Use of Proceeds:	To complete the recommended Phase I work program on the Topley Property and general working capital.
Listing:	The Common Shares issued on Closing will be listed on the Canadian Securities Exchange.
Eligibility:	Eligible for RRSPs, RRIFs, RESPs, RDSPs, and TFSAs.
Selling Concession:	A cash commission equal to 8% of the gross proceeds of the Offering; compensation warrants, entitling the Agent to purchase that number of Common Shares (the “ Agent’s Warrant Shares ”) equal to 8.0% of the Common Shares sold under the Offering, at a price of \$0.10 per Agent’s Warrant Share for a period of 24 months from the Closing; a corporate finance fee of \$35,000 payable in \$25,000 cash and in 100,000 Common Shares at a deemed price of \$0.10 per Common Share.
Agent:	Research Capital Corporation (the “ Agent ”). Suite 1920, 1075 West Georgia Street, Vancouver, BC V6E 3C9
Over-Allotment Option:	The Company has granted to the Agent an over-allotment option, exercisable by the Agent giving notice to the Company up to 30 calendar days following the Closing to sell up to an additional 1,500,000 Common Shares (each, an “ Over-Allotment Share ”) at a price of \$0.10 per Over-Allotment Share.
Closing:	On or about the week of May 9 th , 2022, or on such date as the Agent and the Company may agree upon (the “ Closing ”).