

GEOLOGICA RESOURCE CORP.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**Meeting**") of the shareholders of Geologica Resource Corp. (the "**Corporation**") will be held at Suite 1735 – 555 Burrard Street Vancouver, B.C. V7X 1M9 on Tuesday, August 9, 2022 at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal years ended December 31, 2020, December 31, 2021, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at Six (6) persons for the ensuing year;
3. to elect the directors for the ensuing year;
4. to appoint Sam S. Mah Inc. Chartered Professional Accountant as the auditors of the Corporation and to authorize the directors to fix the auditors' remuneration and the terms of their engagement;
5. To ratify and approve the Company's stock option plan as more particularly described in the accompanying Management Proxy Circular and to authorize the directors to make modifications thereto in accordance with the stock option plan and the policies of the BCSC and CSE as required; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

Accompanying this Notice are the Company's Management Information Circular, a Form of Proxy or Voting Instruction Form and a request card for use by Shareholders who wish to receive our financial statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice. Shareholders of record as at the close of business on July 5, 2022 (the "Record Date") will be entitled to receive notice of and vote at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those unable to attend are requested to read, complete, date, sign and return the enclosed Form of Proxy to Computershare Investor Services Inc., at 8th Floor, 100 University Avenue, Toronto, Canada M5J 2Y1 on or before 11:00 a.m. (Vancouver time) on August 4, 2022. If you do not complete and return the form in accordance with such instructions, you may lose your right to vote at the meeting.

If you are a non-registered Shareholder of Common Shares of the Company and an objecting beneficial owner and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting.

At the date of this Notice and the accompanying Circular, it is the intention of Management of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of the current COVID-19 crisis. In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and not to attend the meeting in person. A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who do wish to attend the Meeting in person are asked to follow the instructions of the federal Public Health Agency of Canada, and all regional health authorities of the Province of British Columbia. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact with has travelled to/from outside of Canada within the 10 days immediately prior to the Meeting. All Shareholders are encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the management information circular accompanying this Notice.

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To be effective, the enclosed proxy must be mailed so as to reach or be deposited with Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile at 1-866-249-7775, so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment or postponement thereof. Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1- 866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America).

The instrument appointing a proxy ("Instrument of Proxy") shall be in writing and shall be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for such Shareholder and on such Shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a Shareholder should be delivered by facsimile to Computershare Trust Company of Canada at 1-866-249-7775.

DATED this 11th day of July, 2022.

Part 1 BY ORDER OF THE BOARD OF DIRECTORS

signed "Douglas Unwin"

Douglas H. Unwin
Chief Executive Officer and Director