

**Form 51-102F3  
Material Change Report**

**Item 1 Name and Address of Company**

**Geologica Resource Corp.** (the “Company”)  
**630 – 1111 Melville Burrard Street**  
**Vancouver, BC V6E 3V6**

**Item 2 - Date of Material Change**

February 28, 2024

**Item 3 News Release**

A news release was issued and disseminated on February 28, 2024 and filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) and with the CSE.

**Item 4 Summary of Material Change**

The Company made changes to the Board of Directors and issued stock options.

**Item 5 Full Description of Material Change**

See attached news release at Schedule "A"

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

The following senior officer of the Company is knowledgeable about the material change and this report:

Doug Unwin, President & CEO  
Email: [doug.unwin@geologicaresource.com](mailto:doug.unwin@geologicaresource.com)  
Phone: (604) 762-5355

**Item 9 Date of Report**

Feb 28, 2024



## CHANGES TO BOARD OF DIRECTORS

VANCOUVER, BC, February 28, 2024 – Geologica Resource Corp. (CSE:GRCM, FSE:862) (“Geologica” or the “Company”) is pleased to announce the following changes to the board of directors (the “Board”).

Mr. Bob McKnight P.Eng. has resigned from the board for personal reasons however he has agreed to join Mr. Robert Boyd as an advisor to the Company. We thank Bob for his past work as a member of the Board and his continued advice as an advisor.

Mr. Andrew Saltis P.Eng. has consented to join the Board. Andy Saltis has 47 years of experience in mining operations, project and engineering management. His experience includes coal mining operations management in the UK, project manager at uranium, diamond and platinum/palladium mines in Canada and the USA. Andy is experienced in operations and mine management at the Meliadine and Brucejack gold projects in Canada. Engineering management for major civil engineering projects including Seymour-Capilano twin tunnels and more recently Resident Engineering Manager at BC Hydro’s \$16B Site C clean energy project.

Doug Unwin CEO and President of the Company stated “we are very fortunate to have an individual of Andy’s experience and talent joining our board and we look forward to working with Andy to guide the growth of Geologica”.

The Board consists of individuals with diverse experience and skills, including Mr. Douglas Unwin B.Sc., MBA, Mr. Keenan Hohol MA, JD, Mr. Andy Saltis P.Eng., Mr. Rob Charlton CPA-CA.

The Board has resolved to issue 350,000 options to purchase common shares an exercise price of \$0.05 per share and an expiry date 5 years from the issue date to consultants and advisors. All the above options will be subject to a 4 month hold period and the terms of the Company’s Stock Option Plan as approved by the shareholders.

### **ABOUT GEOLOGICA RESOURCE CORP.**

Geologica Resource Corp. is a mineral explorer, building shareholder value through the acquisition of projects with significant technical merit. The Company has an option agreement and purchase agreements for 100% of the mineral claims known as the Topley Project, located in central British Columbia. The Company continues to evaluate additional properties to explore.

### **TOPLEY CLAIMS**

- Geochemistry has identified high priority exploration target areas and a kilometer-scale VMS target area
- The region is known for its large porphyry, copper/gold, and copper/molybdenum deposits including past producing copper mines, Granisle and Bell
- The property is on trend with the recent NAC discovery in the Babine Lake Porphyry camp
- The property is located in central BC, is Road Accessible, Cost effective to explore
- BC Hydro power lines transect the property and several water sources are available on the property
- Porphyries contain the largest reserves of Cu and close to 50% of Au reserves in BC
- Topley Property consists of 10 mineral claims totaling over 3,400 Ha with known prospects and showings

### **CLAIMS HISTORICAL WORK**

Previous drilling on the claims has indicated intense epithermal alteration with Ag, Pb, and Zn mineralization. Sporadic regional till samples in the area are in the 90th percentile for As, Sb, Pb and Zn. These claims have been mapped as mostly light grey FS phyric andesites, maroon FS phyric andesites with disseminated magnetite and monazite. Monazite stocks with in andesites is similar geology to Mount Milligan.

Further information on Geologica Resource Corp. can be found on the Company’s website

<https://geologicaresource.com/> and on SEDAR at

<https://www.sedar.com/DisplayCompanyDocuments.do?lang=EN&issuerNo=00039876>

Neither the Canadian Securities Exchange ("CSE") nor its Market Regulator (as such term is defined in the CSE policies) has reviewed or accept responsibility for the adequacy or accuracy of this news release. The closing of this issuance of options is subject to the rules and regulation of the CSE and securities law and regulation.

Doug Unwin  
President & CEO  
(604) 762-5355  
doug.unwin@geologicaresource.com

### **Forward-Looking Statements**

This news release contains forward-looking information which is not comprised of historical facts. Forward-looking information is characterized by words such as “plan”, “expect”, “ensuring”, “believe”, “anticipate”, “will”, “would” and other similar words, or statements that certain events or conditions “may” or “will” occur. In particular, this news release contains forward-looking information pertaining to the expected timing for the commencement of trading of the Shares on the CSE, the exercise of the Over-Allotment Option and the Company’s plans and objectives with respect to the Topley Project. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, and opportunities to differ materially from those expressed or implied by such forward-looking information. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, changes in the state of equity and debt markets, fluctuations in commodity prices, delays in obtaining required regulatory or governmental approvals, environmental risks, limitations on insurance coverage, failure to obtain all necessary regulatory approvals, risks related to the ongoing COVID-19 pandemic and its impact on the Company, risks and uncertainties inherent in the exploration and development of mineral properties, and other risk factors set forth in the long-form prospectus of the Company dated July 22, 2022 under the heading “Risk Factors”, a copy of which is available on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com). Forward-looking information in this news release is based on the opinions and assumptions of management considered reasonable as of the date hereof, including, but not limited to, the assumption that general business and economic conditions will not change in a materially adverse manner. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information. The Company disclaims any intention or obligation to update or revise any forward-looking information, other than as required by applicable securities laws.