

# **GOLCAP RESOURCES CORP.**

## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that an Annual General Meeting (the “Meeting”) of the shareholders of GOLCAP RESOURCES CORP. (the “Company”) will be held at Suite 3043 - 595 Burrard Street, Vancouver, British Columbia V7X 1L7, on **Monday, April 11, 2022**, at 11:00 a.m. (Vancouver time). In the event the Company decides to change the date, time, location and/or format of the Meeting to electronic or virtual as part of the efforts to reduce the spread of COVID-19, the Company will issue a press release announcing the change and take all reasonable steps necessary to inform all parties involved in the proxy infrastructure, including intermediaries and the Company’s transfer agent, of the change. The Company encourages all shareholders to vote by proxy and also to monitor the Company’s profile on SEDAR for any changes to Meeting arrangements. The Meeting will be held for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal periods ending September 30, 2021 and 2020, together with the Auditor's Report thereon.
2. To re-appoint Manning Elliott LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
3. To set the number of directors at four.
4. To elect directors of the Company for the ensuing year.
5. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is an Information Circular dated March 7, 2022, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

**DATED** at Vancouver, British Columbia, this 7th day of March, 2022.

**BY ORDER OF THE BOARD**

***“Justin Corinella”***

Chief Executive Officer