

TERRA BALCANICA RESOURCES CORP.

250 – 200 Burrard St.
Vancouver, BC V6C 3L6

NOTICE OF SPECIAL MEETING

MAY 6, 2024

TO THE VOTING SECURITYHOLDERS:

NOTICE IS HEREBY GIVEN THAT the special meeting (the “**Meeting**”) of the holders (each, a “**Voting Securityholder**”) of common shares (the “**Common Shares**”) of Terra Balcanica Resources Corp. (the “**Company**”) will be held on May 6, 2024 at the hour of 10:00 a.m. (Pacific time) at Suite 250, 200 Burrard Street, Vancouver, BC for the following purposes, namely:

1. to consider and, if deemed advisable, pass, with or without variation, a special resolution authorizing the directors of the Company to consolidate the issued and outstanding common shares of the Company on the basis of up to five (5) pre-consolidation common shares for every one (1) post-consolidation common share with the final consolidation ratio to be determined by the directors of the Company, as more particularly described in the accompanying information circular of the Company (the “**Information Circular**”); and
2. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The board of directors of the Company (the “Board”) unanimously recommends that the Voting Securityholders vote FOR all of the matters to be considered at the Meeting, and it is the intention of the management designees named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote in favour of all resolutions.

Accompanying this Notice of Meeting are an Information Circular and a form of proxy (or a voting instruction form if you hold common shares through a broker or other intermediary). The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice of Meeting.

Only Voting Securityholders of record at the close of business on April 5, 2024 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment(s) or postponement(s) thereof.

Voting Securityholders may attend the Meeting in person or may be represented at the Meeting by proxy. Voting Securityholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date and sign the enclosed Instrument of Proxy and to mail it to or deposit it with the Corporate Secretary of the Company, c/o Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com prior to 10:00 a.m., Pacific time, on May 2, 2024, being at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment(s) or postponement(s) thereof. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment(s) or postponement(s) thereof. A person appointed as proxy holder need not be a shareholder of the Company.

YOU ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT YOUR RISK.

DATED at Vancouver, BC, the 5th day of April, 2024

By Order of the Board of Directors

“Aleksandar Miskovic”

President, CEO and Director