

GEODRILL LIMITED
Ragnall House (South Suite), 18 Peel Road
Douglas, Isle of Man IM1 4LZ

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting of Shareholders (the “**Meeting**”) of Geodrill Limited (the “**Corporation**”) will be held at the offices of DQ Advocates, The Chambers, 5 Mount Pleasant, Douglas, Isle of Man, IM1 2PU on Wednesday, May 13, 2020, at 3:00 p.m. (BST) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial years ended December 31, 2019 and 2018 together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to re-appoint Pricewaterhouse Coopers LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider, with or without variation, a special resolution of the shareholders of the Corporation permitting the Corporation to purchase its own Ordinary Shares in the manner as more particularly described in the accompanying management information circular;
5. to re-approve the stock option plan of the Corporation as more particularly described in the accompanying management information circular prepared for the Meeting, which was previously approved on May 8, 2017; and
6. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by a management information circular and form of proxy. The board of directors of the Corporation has by resolution fixed the close of business on April 6, 2020 as the record date, being the date for the determination of the registered holders of ordinary shares entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting. If you are a registered shareholder, whether or not you are able to attend the Meeting in person, we ask you to complete, sign and return the enclosed proxy. Included in the enclosed proxy form are instructions on how to complete and return your proxy. Our transfer agent, TSX Trust Company, must receive your proxy no later than May 11, 2020 at 3:00 p.m. (BST), or, if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting.

You must send your proxy to our transfer agent by mailing the proxy to Geodrill Limited c/o TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Canada. You may also vote by facsimile at 1-416-595-9593 no later than May 11 2020 at 3:00 p.m. (BST). In addition, you may personally deliver your completed, dated and signed proxy to TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Canada no later than May 11, 2020 at 3:00 p.m. (BST).

Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

If you are a non-registered shareholder (for example, if you hold ordinary shares in an account with an intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information on how you can vote your ordinary shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above, and non-registered shareholders wishing to vote by telephone must do so no later than May 11, 2020 at 3:00 p.m. (BST).

DATED at Douglas, Isle of Man, on April 9, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“Dave Harper”

Dave Harper
President and Chief Executive Officer