

GOTHAM RESOURCE CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of Holders of Common Shares of Gotham Resource Corp. (the “**Company**”) will be held at the offices of Farris LLP, 25th Floor, 700 West Georgia Street, Vancouver, British Columbia V7Y 1B3 on Friday, December 29, 2023 at 10:00 a.m. (Vancouver Time) for the following purposes:

1. To receive the audited financial statements for the fiscal years ended March 31, 2023 and March 31, 2022 and the auditor’s reports thereon;
2. To fix the number of Directors to be elected for the ensuing year at four (4);
3. To elect the Directors for the ensuing year;
4. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
5. To consider and, if deemed advisable, to pass a resolution to approve an amendment to the Company’s Stock Option Plan, as is more particularly described in the accompanying Management Information Circular; and
6. To transact such other business as may come before the Meeting;

all as more particularly set out in the accompanying Management Information Circular. The form of proxy accompanies this Notice. The audited financial statements, auditors’ report and management’s discussion and analysis have been delivered to those shareholders who indicated to the Company that they wished to receive copies of same.

The Directors have fixed the close of business on November 27, 2023 as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of proxy and deliver it to the Company’s transfer agent: Odyssey Trust Company (Attn: Proxy Department), Suite 702 - 67 Yonge St, Toronto, Ontario, M5E 1J8, by fax, hand, online or by mail in accordance with the instructions set out in the accompanying form of proxy and Management Information Circular.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 28th day of November, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

Signed “Chase Taylor-Robins”

Chase Taylor-Robins
Director and CEO