

ZENITH CAPITAL CORP.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 15, 2025

TAKE NOTICE that an Annual Meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Zenith Capital Corp. (the “**Corporation**”) will be held on Wednesday, January 15, 2025 at 1:00 p.m. (Calgary time), at Zenith Capital Corp., 300, 4820 Richard Road SW, Calgary, Alberta for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended April 30, 2024 and the report of the auditor thereon;
2. to set the number of directors to be elected at the Meeting at five (5);
3. to elect directors for the ensuing year as described in the accompanying management information circular (the “**Management Information Circular**”);
4. to appoint the auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor; and
5. to transact such other business that may properly come before the Meeting or any adjournment thereof.

The details of all matters to be put before shareholders at the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The board of directors has fixed the close of business on November 29, 2024 as the record date for determining holders of Common Shares who are entitled to notice of and to attend and vote at the Meeting.

Hybrid Meeting

The Corporation intends to hold its Meeting as a ‘hybrid’ meeting. The Corporation has organized a live webcast of the Meeting (details are set out below) whereby shareholders can attend the Meeting over the Internet including asking questions as part of the Meeting, and the Corporation strongly encourages shareholders to attend the Meeting over the Internet. The Chairman of the Meeting will be unable to attend in-person and will instead be attending the Meeting over the Internet. Shareholders attending the Meeting over the Internet cannot vote at the Meeting. The Corporation, therefore, encourages shareholders to vote their shares prior to the Meeting, at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the Meeting (or any adjournment thereof) by following the instructions set out in the form of proxy or voting instruction form received by such shareholders.

See instructions below to join the webcast:

**It is highly recommended to access the webcast over the Internet using the following link:
<https://event.choruscall.com/mediaframe/webcast.html?webcastid=xHloxelO>**

A replay of the webcast (using the same link provided) will be available for one month following the conclusion of the event.

If dialing in by phone, dial 1-844-763-8274 (within Canada / USA) or +1-647-484-8814 (International Toll). Callers should dial-in at least 15 min prior to the scheduled start time and ask to be joined into the Zenith Capital Corp. call.

Your participation as a shareholder is very important to the Corporation. If you do not expect to attend the Meeting in person and would like your Common Shares represented, please execute and return the accompanying form of proxy to the Corporation’s registrar and transfer agent, Computershare Trust

Company of Canada, by mail to 135 West Beaver Creek, P.O. Box 300, Richmond Hill, ON L4B 4R5, or by hand at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 (Attention: Proxy Department), or by phone at 1-866-732-8683, or by internet at www.investorvote.com, prior to 1:00 p.m., Calgary time, on January 13, 2025, or at least forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays, preceding any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

DATED at Calgary, Alberta, this 29th day of November, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Donald J. McCaffrey"*

Donald J. McCaffrey
Chairman of the Board