

ZENITH CAPITAL CORP.

ANNUAL MEETING OF SHAREHOLDERS
NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notice-and-access notification (the “**NA Notice**”) as Zenith Capital Corp. (the “**Corporation**”) has decided to use the notice-and-access model for delivery of meeting materials to its beneficial holders (“**Beneficial Shareholders**”) of common shares (“**Common Shares**”) for the Annual Meeting (the “**Meeting**”) of holders of Common Shares which will be held on Thursday, October 28, 2021 at 1:00 p.m. (Calgary time). Beneficial Shareholders will receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of meeting and management information circular (“**Information Circular**”), Beneficial Shareholders receive this NA Notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

MEETING DATE AND LOCATION:

WHEN: Thursday, October 28, 2021 at 1:00 p.m. (Calgary time)

WHERE: Zenith Capital Corp.
300, 4820 Richard Road SW
Calgary, Alberta

Cautionary Note on ‘In-Person’ Attendance

Although the Corporation intends to hold its Meeting in person, in view of the ongoing COVID-19 pandemic, the Corporation will follow the instructions of the Public Health Agency of Canada (PHAC) (www.canada.ca/en/public-health.html) and Alberta Health Services (www.albertahealthservices.ca) and be limiting the number of attendees.

The Meeting venue will only safely accommodate a very limited number of attendees. In order to mitigate potential risks to the health and safety of the Corporation’s shareholders, employees, communities and other stakeholders, access to the Meeting will be limited to only essential personnel, registered shareholders and proxyholders entitled to attend the Meeting. The Corporation strongly urges shareholders and other stakeholders not to attend the Meeting in person.

As such, the Corporation has organized a webcast of the Meeting (details are set out below) whereby shareholders can listen to the Meeting online. This is not a virtual meeting and shareholders cannot vote or ask questions as part of the Meeting; questions following the Meeting can be submitted by emailing info@zenithpigenetics.com.

The Corporation encourages shareholders to vote their shares 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:
<http://services.choruscall.ca/links/zenithagm20211028.html>

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 1-800-319-4610 (within Canada / USA) or +1-403-351-0324 (International Toll). Callers should dial-in at least 15 min prior to the scheduled start time.

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

Financial Statements: Although no vote is required, shareholders will receive and consider the Corporation’s consolidated financial statements for the year ended April 30, 2021, together with the report of the auditors thereon, and the unaudited financial statements of the Corporation for the interim period ended July 31, 2021.

Fixing Number of Directors: Shareholders will be asked to fix the number of directors to be elected at the Meeting to five members. Information respecting fixing the number of directors may be found in the “*Fixing the Number of Directors and Election of Directors*” section of the Information Circular.

Election of Directors: Shareholders will be asked to elect five directors for the ensuing year. Information respecting the election of directors may be found in the “*Fixing the Number of Directors and Election of Directors*” section of the Information Circular.

Appointment of Auditors: Shareholders will be asked to appoint KPMG LLP as the Corporation’s auditors for the ensuing year and authorize the Corporation’s directors to fix their remuneration. Information respecting the appointment of KPMG LLP may be found in the “*Appointment of Auditors*” section of the Information Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the “*Exercise of Discretion by Proxies*” section of the Information Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Meeting materials can be viewed online at www.sedar.com or at the Corporation’s internet address as follows: <https://www.zenithpigenetics.com/newsroom/corporate-information>.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial Shareholders may request that a paper copy of the Information Circular and/or financial information be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Visiting the following internet address:
<https://www.zenithpigenetics.com/newsroom/corporate-information>
- Call toll-free in North America 1-855-215-2240; or
- Sending an email to info@zenithpigenetics.com

Requests should be received **at least five (5) business days in advance** of the proxy cut-off date and time set out in the accompanying proxy or voting instruction form in order to receive the Meeting materials in advance of such date and the date of the Meeting.

In relation to the Meeting, Registered Shareholders will receive a paper copy of the Information Circular and a form of proxy whereas Beneficial Shareholders will only receive this NA Notice and a proxy or voting instruction form. Furthermore, a paper copy of the Corporation’s financial statements and related management’s discussion and analysis for the most recently completed financial year end will be mailed to Registered Shareholders and only Beneficial Shareholders who responded to the supplemental mail card pursuant to National Instrument 51-102.

VOTING:

Beneficial Shareholders are asked to return their proxies or voting instruction forms using one of the methods as set out in the accompanying proxy or voting instruction form at least one (1) business day in advance of the proxy cut-off date (or earlier if sending by regular mail).

Shareholders with questions about notice-and-access can email the Corporation at info@zenithpigenetics.com or call toll free at 1-855-215-2240.