

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 Wednesday, January 15, 2025 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: Wednesday, January 15, 2025 at 1:00 p.m. (Calgary time)

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

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=xHloxeIO>

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.

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, 2024, together with the report of the auditor thereon.

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 Auditor: Shareholders will be asked to appoint RSM Canada LLP, Chartered Professional Accountants, as the Corporation's auditor for the ensuing year and authorize the Corporation's directors to fix its remuneration. Information respecting the appointment of RSM Canada LLP may be found in the "Appointment of Auditor" 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.sedarplus.ca 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.