



ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Zadar Ventures Ltd. (the “**Company**” or “**ZAD**”) will be held 10:30 a.m. PST on April 20, 2021, at 908-510 Burrard Street, Vancouver, BC, V6C 3A8 for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended July 31, 2020 and July 31, 2019, together with the auditors’ report thereon;
2. to elect directors for the ensuing year. See the section entitled *Particulars of Matters to be Acted on at the Meeting – Election of Directors* in the Company’s information circular dated March 18, 2021 (the “**Circular**”);
3. to appoint Baker Tilly WM LLP (formerly Wolrige Mahon Collins Barrow LLP) as the auditors for the Company for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled *Particulars of Matters to be Acted on at the Meeting – Appointment of Auditors* in the Circular;
4. to approve the continuation of the stock option plan of the Company;
5. to consider, and if thought advisable, to approve a reorganization of the Company’s business and assets involving the transfer of the Company’s mineral property interests to Zadar Minerals Corp., the Company’s wholly owned subsidiary; in exchange for ZMC issuing its shares to the Company’s shareholders on a pro-rata basis;
6. to approve delisting of the Company’s common shares from the TSX Venture Exchange; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular, which is attached to this Notice of Meeting. 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 section entitled *Particulars of Matters to be Acted on at the Meeting – Other Matters* in the Circular.

Accompanying the Notice of Meeting is a proxy or voting instruction form (“**VIF**”), as applicable, enabling you to vote at the Meeting. Please review the Circular prior to voting.

Dated at Vancouver, British Columbia, this 18th day of March, 2021.

ON BEHALF OF THE BOARD OF DIRECTORS

Paul Gray

Paul Gray
Director, President and Chief Executive Officer