

## ZARA RESOURCES INC.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Zara Shares**”) of Zara Resources Inc. (“**Zara**” or the “**Company**”) will be held at McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia on March 4, 2019 at 10:00 a.m. (Pacific time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended July 31, 2016, 2017 and 2018 and the reports of the auditors thereon;
2. to determine the number of directors and elect directors for the ensuing year;
3. to reappoint Dale Matheson Carr-Hilton Labonte LLP as the auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
4. to approve the Company’s Stock Option Plan described in the accompanying Management Information Circular;
5. to consider and if thought advisable, to pass, with or without variation, an ordinary resolution (the “**Acquisition Resolution**”), the full text of which is set forth in Appendix B to the accompanying Management Information Circular, approving the acquisition of Blacklist Holdings, Inc. (“**Blacklist**”) and the transactions contemplated in the Share Exchange Agreement dated December 24, 2018, among the Company, Blacklist, Blacklist Finco Inc., 1185669 B.C. Ltd. and certain securityholders of Blacklist;
6. to consider and if thought advisable, to pass, with or without variation, a special resolution ratifying and confirming the Company’s Articles;
7. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or any adjournment or adjournments thereof.

This Notice of Meeting is accompanied by a Management Information Circular and either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders (collectively, the “**Meeting Materials**”). The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular. The Management Information Circular is deemed to form part of this Notice of Meeting. Please read the Management Information Circular carefully before you vote on the matters to be presented at the Meeting.

The Directors of the Company have fixed the close of business on January 22, 2019 as the record date for determining Shareholders entitled to receive notice of and to vote at the Meeting. Only Shareholders whose names have been entered into the register of the holders of Zara Shares as at January 22, 2019, will be entitled to receive notice of and to vote at the Meeting in respect of such Zara Shares.

Registered Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting whether or not they are able to attend personally. To be effective, forms of proxy must be received by Reliable Stock Transfer Inc., Attention Proxy Department, 100 King Street West, Suite 5700, Toronto, Ontario, Canada, M5X 1C7, before 5:00 pm (Eastern time) on February 28, 2019 or no less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjournment thereof.

All non-registered Shareholders who receive these materials through a broker or other intermediary should complete and return the materials in accordance with the instructions provided to them by such broker or intermediary.

DATED at Vancouver, British Columbia, as of this 25<sup>th</sup> day of January, 2019.

By order of the Board of Directors

*“Kenneth Cotiamco”*

Kenneth Cotiamco  
Interim Chief Executive Officer