

# ZENITH EXPLORATION INC.

Suite 1080, 789 West Pender Street  
Vancouver, British Columbia, V6C 1H2

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## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF ZENITH EXPLORATION INC. TO BE HELD ON **AUGUST 13, 2019**

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NOTICE IS HEREBY GIVEN that pursuant to the order of the Supreme Court of British Columbia dated July 9, 2019, an annual general and special meeting (the “**Meeting**”) of the shareholders (“**Zenith Shareholders**”) of Zenith Exploration Inc. (“**Zenith**” or the “**Company**”) will be held at Suite 1080, 789 West Pender Street, Vancouver, BC, V6C 1H2 on Tuesday, August 13, 2019 at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive and consider the comparative financial statements of the Company for the financial year ended July 31, 2018, together with the report of the auditor thereon;
2. to set number of directors;
3. to elect directors for the ensuing year;
4. to appoint the Company’s auditors for the ensuing year, and to authorize the directors to determine the remuneration to be paid to the auditors;
5. To consider and, if thought fit, pass, with or without variation, a special resolution approving an arrangement (the “**Plan of Arrangement**”) under Division 5 of Part 9 of the Business Corporations Act (British Columbia) (the “**Act**”) which involves, among other things, the distribution to the Zenith Shareholders shares of the Company’s wholly-owned subsidiaries High Point Exploration Inc. (“**High Point**”) and Top Exploration Inc. (“**Top Exploration**”), and transfer of certain assets of the Company to High Point and Top Exploration, all as more fully set forth in the accompanying management information circular of the Company;
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

Information relating to the matters to be brought before the Meeting is set forth in the information circular (the “**Circular**”) accompanying this Notice.

**AND TAKE NOTICE that Zenith Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their common shares subject to strict compliance with the provisions of the interim order (as set forth herein), the Plan of Arrangement and sections 237 to 247 of the Act. The dissent rights are described in Schedule 5 of the accompanying management information circular (the “Circular”). Failure to comply strictly with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the Act may result in the loss of any right of dissent.**

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying the Notice and the Circular are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only Zenith Shareholders of record at the close of business on July 2, 2019, will be entitled to receive notice of and vote at the Meeting.

**Registered Zenith Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. A proxy will not be valid unless it is deposited by mail, fax or email at the office of National Securities Administrators Ltd., Suite 760 – 777 Hornby Street, Vancouver, B.C., V6Z 1S4, (Fax: (604) 559-8908, email: [proxy@transferagent.ca](mailto:proxy@transferagent.ca)) not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment**

thereof. Only Shareholders of record on July 2, 2019 are entitled to receive Notice of and vote at the Meeting. If you are a non-registered Zenith Shareholder and receive the materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Company not being voted at the Meeting. In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a Shareholder should be delivered by facsimile to National Securities Administrators Ltd. at (604) 559-8908.

Dated at Vancouver, British Columbia, this 9<sup>th</sup> day of July 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF  
**ZENITH EXPLORATION INC.**

/s/ "Brent Hahn "  
BRENT HAHN  
President and Chief Executive Officer