
MIZA III VENTURES INC.

INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED OCTOBER 31, 2021

(UNAUDITED)

(EXPRESSED IN CANADIAN DOLLARS)

MIZA III VENTURES INC.

Notice of No Auditor Review of Interim

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by management and approved by the Audit Committee.

The Company's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditors.

The accompanying notes are an integral part of these financial statements.

MIZA III VENTURES INC.
STATEMENTS OF FINANCIAL POSITION
(UNAUDITED, EXPRESSED IN CANADIAN DOLLARS)

Cash	\$	222,478	\$	144,995
Accounts receivable		3,724		-
Prepaid expenses		20,000		5,000
		246,202	\$	149,995
TOTAL ASSETS		\$ 246,202		\$ 149,995
LIABILITIES				
Account payables & Accrued liabilities (Note 8)	\$	20,300	\$	5,000
	\$	20,300	\$	5,000
SHAREHOLDERS' EQUITY				
Share capital (Note 4)		350,000		150,000
Deficit		(124,098)		(5,005)
	\$	225,902	\$	144,995
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 246,202		\$ 149,995

Going concern (Note 2)
Other event (Note 9)
Subsequent event (Note 10)

Approved by the Board of Directors:

Azim Dhalla

Director

Nizar Bharmal

Director

The accompanying notes are an integral part of these financial statements.

MIZA III VENTURES INC.**STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(UNAUDITED, EXPRESSED IN CANADIAN DOLLARS)

	Three months ended Oct 31, 2021	Three months ended Oct 31, 2020	Nine months ended Oct 31, 2021	Nine months ended Oct 31, 2020
EXPENSES				
Accounting	\$ 4,500	\$ -	\$ 7,500	\$ -
Bank fees	15	-	312	-
Commission	-	-	20,000	-
Filing Fees	675	-	38,140	-
Office administration	3,000	-	6,000	-
Professional Fees	27,383	-	41,941	-
Rent	4,500	-	4,500	-
Transfer fees	700	-	700	-
LOSS AND COMPREHENSIVE LOSS	\$ (40,773)	\$ -	\$ (119,093)	\$ -

Weighted average number of
shares outstanding,
Basic and diluted loss per share

3,796,231
\$0.03

The accompanying notes are an integral part of these financial statements.

MIZA III VENTURES INC.
STATEMENT OF SHAREHOLDERS' EQUITY
(UNAUDITED, EXPRESSED IN CANADIAN DOLLARS)

	Share Capital		Deficit	Total Shareholders' Equity
	# of Shares	Amount		
BALANCE January 18, 2021 (date of incorporation)	\$ 1	\$ -	\$ -	\$ -
Cancellation of Incorporation Share	(1)	-	-	-
Issued for cash (Note 4)	3,000,000	150,000	-	150,000
Net loss for the period	-	-	(5,005)	(5,005)
BALANCE January 31, 2021	3,000,000	\$ 150,000	\$ (5,005)	\$ 144,995
Issued for cash (Note 4)	-	-	-	-
Net loss for the period	-	-	(20,719)	(20,719)
BALANCE April 30, 2021	3,000,000	\$ 150,000	\$ (25,724)	\$ 124,276
Issued for cash (Note 4)	2,000,000	200,000	-	200,000
Net loss for the period	-	-	(57,601)	(57,601)
BALANCE July 31, 2021	5,000,000	\$ 350,000	\$ (83,325)	\$ 266,675
Issued for cash (Note 4)	-	-	-	-
Net loss for the period	-	-	\$ (40,773)	\$ (40,773)
BALANCE October 31, 2021	5,000,000	\$ 350,000	\$ (124,098)	\$ 225,902

The accompanying notes are an integral part of these financial statements.

MIZA III VENTURES INC.
STATEMENTS OF CASH FLOWS
(UnAUDITED, EXPRESSED IN CANADIAN DOLLARS)

	Three months ended Oct 31, 2021	Three months ended Oct 31, 2020	Nine months ended Oct 31, 2021	Nine months ended Oct 31, 2020
CASH FLOWS				
FROM OPERATING ACTIVITIES				
Net loss for the period	\$ (40,773)	\$ -	\$ (119,093)	\$ -
Change in-non-cash working capital items:				
Accounts Receivable	(1,588)	-	(3,724)	-
Prepaid	(15,000)	-	(15,000)	-
Account Payable and Accrued Liabilities	9,000	-	15,300	-
LOSS AND COMPREHENSIVE LOSS	\$ (48,361)	\$ -	\$ (122,517)	\$ -
CASH FLOWS				
FROM FINANCING ACTIVITIES				
Shares issued for cash	\$ -	\$ -	\$ 200,000	\$ -
INCREASE IN CASH	\$ (48,361)	\$ -	\$ 77,483	\$ -
CASH BALANCE				
BEGINNING OF THE PERIOD	270,939	-	144,995	-
CASH BALANCE				
END OF THE PERIOD	\$ 222,578	\$ -	\$ 222,478	\$ -

The accompanying notes are an integral part of these financial statements.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2021

1. NATURE OF BUSINESS

MIZA III VENTURES INC. (the “Company”) is a company domiciled in Canada. The Company was incorporated on January 18, 2021 under the laws of the Province of British Columbia. The address of the Company’s registered and head office is Suite 1510, 789 West Pender Street, Vancouver, B.C., V6C 1H2.

The Company was seeking to be a Capital Pool Corporation (“CPC”) as defined in Policy 2.4 of the TSX Venture Exchange (“Exchange”) (Note 8). Its newly formed CPC created to identify and evaluate potential acquisitions of commercially viable businesses and assets that have the potential to generate profits and add shareholder value. Except as specifically contemplated in the CPC Policy of the Exchange, until the completion of the qualifying transaction, The Company will not carry on business, other than the identification and evaluation of companies, businesses or assets with a view to completing a proposed qualifying transaction.

2. BASIS OF PREPARATION

Statement of compliance and going concern

These interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

The Company’s continuing operations as intended are dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. The Company will require additional financing to meet its projected minimum financial obligations for the next fiscal year. The Company is aware, in making its assessment, of material uncertainties which may cast significant doubt on the Company’s ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markers globally, potentially leading to an economic downturn. The total impact on the Company is not currently determinable but management continues to monitor the situation.

These financial statements were approved by the Board of Directors and authorized for issue on December 20, 2021

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2021

2. BASIS OF PREPARATION *(continued)*

Basis of measurement

These financial statements have been prepared on an historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

Use of estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Management has determined that estimates and assumptions where there is significant risk of material adjustments to the Company's assets and liabilities in future accounting periods relate to the recoverability of the carrying value of its exploration and evaluation asset, the provision for restoration and environmental obligations and the fair value measurements for financial instruments.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments apart from those involving estimates, in applying accounting policies. Management has determined that the only significant judgment applying to the financial statements for the nine months ended October 31, 2021 is the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty and the classification/allocation of expenditures as exploration and evaluation expenditures or operating expenses.

3. SIGNIFICANT ACCOUNTING POLICIES

Share capital

Common shares issued for non-monetary consideration are recorded at their fair value on the measurement date and classified as equity. The measurement date is defined as the earliest of the date at which the commitment for performance by the counterparty to earn the common shares is reached or the date at which the counterparty's performance is complete.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Transaction costs directly attributable to the issue of common shares purchase options are recognized as a deduction from equity, net of any tax effects.

Income taxes

Income taxes are recognized for the estimated taxes payable for the current period, and deferred taxes are recognized for temporary differences between the tax and accounting bases of assets and liabilities, and for the benefit of losses available to be carried forward for tax purposes that are more likely than not to be realized. To the extent that the Company does not consider it more likely than not that a deferred tax asset will be recovered, it provides a valuation allowance against the excess. Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply in the years in which the temporary differences are expected to be recovered or settled.

Financial instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income (“OCI”). On de-recognition, gains and losses accumulated in OCI are reclassified to profit or loss.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

(ii) Measurement *(continued)*

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) De-recognition financial assets

The Company de-recognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company de-recognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on de-recognition are generally recognized in profit or loss.

Exploration and evaluation expenditures

Costs incurred before the Company has obtained the legal rights to explore an area are expensed as incurred. Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option.

Property option agreements are exercisable entirely at the option of the optionee. Therefore, option payments (or recoveries) are recorded when payment is made (or received) and are not accrued.

Exploration and evaluation expenditures are capitalized. The Company capitalizes costs to specific blocks of claims or areas of geological interest. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Exploration and evaluation expenditures *(continued)*

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

After technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the Company stops capitalizing expenditures for the applicable block of claims or geological area of interest and tests the asset for impairment. The capitalized balance, net of any impairment recognized, is then reclassified to either tangible or intangible mine development assets according to the nature of the asset. Although the Company has taken steps that it considers adequate to verify title to exploration and evaluation assets which it has an interest, these procedures do not guarantee the Company's title. Title to exploration and evaluation assets in foreign jurisdictions is subject to uncertainty and consequently, such properties may be subject to prior undetected agreements or transfers and title may be affected by such instances.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. These changes are recorded directly to the related asset with a corresponding entry to the provision.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Exploration and evaluation expenditures *(continued)*

The increase in the restoration provision due to the passage of time is recognized as interest expense. The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to the statement of comprehensive loss in the period incurred.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

Leases

IFRS 16 replaces IAS 17 "Leases" and the related interpretative guidance. IFRS 16 applies a control model to the identification of lease, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by leasees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019. As the Company does not have any leases, this standard did not have any impact on the financial statements.

Loss per Share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributed to owners of the Company. Diluted loss per share is calculated using the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. Diluted loss per share is not presented as there are no dilutive securities outstanding.

Recent accounting pronouncements

Certain new accounting standards, amendments to standards and interpretations have been issued, effective for annual periods beginning on or after August 31, 2019. These standards have been assessed to not have a significant impact on the Company's financial statements.

4. SHARE CAPITAL

Authorized

The Company is authorized to issue an unlimited number of common shares without nominal or par value.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2021

4. SHARE CAPITAL *(continued)*

Issued

1 common share for \$0.01 upon incorporation. The Company subsequently repurchased this share for the same amount and cancelled the common share.

During the period ended January 31, 2021, the Company issued 3,000,000 common shares at a price of \$0.05 per share for cash proceeds of \$150,000, to the directors of the Company.

These shares are subject to escrow conditions required by applicable securities laws and exchange requirements. Pursuant to the terms of the escrow agreement, 750,000 of these shares will be released on the date of the QT completion and the remaining shares will be released over a period of 18 months.

During this period the Company issued 2,000,000 common shares at a price of \$0.10 per share for the proceeds of \$200,000.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As of October 31, 2021, the Company's only financial instruments are comprised of cash and trade payables. The fair values of these financial instruments approximate their carrying value due to their short-term maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

As of October 31, 2021, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

(b) Liquidity risk

Liquidity risk is the risk that the Company cannot meet its financial liabilities as they become due. As of October 31, 2021, the Company had a cash balance of \$222,478 (January 31, 2021 - \$144,995) to settle current and future liabilities and as such, is not exposed to significant liquidity risk.

(c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2021

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

(d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's cash is held in an account with a major Canadian financial institution. The funds may be withdrawn at any time without penalty.

(e) Foreign currency risk

The Company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

(f) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potentially adverse impact on the Company's ability to obtain equity financing due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

6. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As of October 31, 2021, the Company's shareholders' equity was \$225,902 (January 31, 2021 - \$144,995). The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of common shares. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

Cash on hand will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2021

7. INCOME TAXES

	Nine Months ended October 31, 2021	Year Ended January 31, 2021
Net loss for the year	\$ (40,773)	\$ (5,005)
Tax Rate	27%	27%
Expected income tax recovery	(11,009)	(1,350)
Effect of change in tax rate	-	-
Change on unrecognized benefit of non-capital losses	\$ (11,009)	\$ 1,350
	<u>\$ (11,009)</u>	<u>\$ -</u>

The Company has accumulated non-capital losses of approximately \$119,093 (January 31, 2021 - \$5,005), which may be deducted in the calculation of taxable income in future years. The losses commence expiring in 2041.

8. RELATED PARTY TRANSACTIONS

During the three months ended October 31, 2021, the Company accrued \$3,000 office administration fees to a director of the Company.

During the three months ended October 31, 2021, the Company accrued \$4,500 for office rent to a director of the Company.

During the three months ended October 31, 2021, the Company paid \$1,500 in accounting fees to a director of the Company, which was included in professional fees.

9. OTHER EVENT

On July 19, 2021, the Company completed its IPO and was listed, on the TSX Venture Exchange as CPC.

The Company granted stock options to its directors and officers to purchase an aggregate of 500,000 common shares at a price of \$0.10 per common share exercisable for a period of five years from the date of grant. The Company also granted warrants to its agent to purchase an aggregate of 200,000 common shares at the price of \$0.10 per share exercisable for a period of thirty months from the date of listing.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
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10. SUBSEQUENT EVENTS

Subject to the approval of the TSXV, the Company intends to complete a non-brokered private placement of up to 13,000,000 common shares of Miza III at a price of \$0.10 per share (the “Offered Shares”), to raise up to \$1,300,000 in gross proceeds (the “Private Placement”).

The Offered Shares will be subject to a four-month hold period pursuant to securities laws in Canada and, where applicable, the policies of the TSXV. Miza III may pay a cash finder's fee of up to 10% of the aggregate gross proceeds of the Private Placement.

Miza III intends to use the net proceeds from the Private Placement to identify and evaluate companies, assets or businesses with a view of completing a Qualifying Transaction (as defined in the Policy).