

MIZA III VENTURES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Miza III Ventures Inc. (the “**Company**”) will be held at Suite 2600, 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1, on Thursday, September 12th, 2024, at 11:00 a.m. (Vancouver time) for the purposes discussed below.

- (1) To receive and consider the audited annual consolidated financial statements of the Company for the financial years ended January 31, 2024 and January 31, 2023, together with the auditor’s reports thereon.
- (2) To appoint Dale Matheson Carr-Hilton Labonte (DMCL) LLP, Chartered Professional Accountants as the external auditors of the Company and to authorize the directors to fix the auditors’ remuneration.
- (3) To fix the number of directors of the Company at three (3) persons for the ensuing year.
- (4) To elect the directors for the ensuing year.
- (5) To consider, and if thought fit, to pass an ordinary resolution ratifying, confirming and re-approving the Company’s 10% rolling stock option plan, as more particularly described in the management information circular of the Company dated August 9, 2024 (the “**Circular**”), accompanying this notice.
- (6) To consider and, if thought fit, to pass an ordinary resolution to approve the Company’s equity incentive plan as more particularly described in the Circular accompanying this notice.
- (7) To transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

Accompanying this Notice is the Circular, a form of proxy (“**Form of Proxy**”) or voting instruction form (“**Voting Instruction Form**”) and a request card for use by Shareholders who wish to receive the Company’s most recent financial statements. The Circular provides important information relating to the matters to be addressed at the Meeting and is incorporated into this Notice. Shareholders of record as at the close of business on August 8, 2024, will be entitled to receive notice of, and to vote at, the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those unable to attend are asked to read, complete, date, sign and return the enclosed Form of Proxy to Endeavor Trust Corporation on or before 11:00 a.m. on September 10, 2024, at Suite 702, 777 Hornby Street, Vancouver, British Columbia V6Z 1S4. If you do not complete and return the Form of Proxy in accordance with such instructions, you may lose your right to vote at the Meeting.

If you are a non-registered holder of common shares of the Company who is an objecting beneficial owner and you receive these materials through your broker or through another intermediary, please complete and return the Voting Instruction Form in accordance with the instructions provided to you by your broker or such other intermediary. If you do not complete and return the Voting Instruction Form in accordance with such instructions, you may lose your right to vote at the Meeting.

DATED at Vancouver, British Columbia on August 9, 2024.

Yours truly,

“Azim Dhalla” (signed)

Azim Dhalla, President, Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Director