

## **MIZA III VENTURES INC. PROVIDES UPDATE ON PROPOSED QUALIFYING TRANSACTION WITH SCISPARC LTD.**

*Not for distribution to United States newswire services or for dissemination in the United States*

December 17, 2024 – Vancouver, British Columbia – Miza III Ventures Inc. (TSXV: MIZA.P) (the “**Company**”, “**Miza**” or the “**Resulting Issuer**”), a capital pool company (“**CPC**”) pursuant to Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”), announces that, further to the Company’s press release dated July 8, 2024, the Company and SciSparc Ltd., a corporation incorporated under the laws of the State of Israel and listed on the NASDAQ under the trading symbol “SPRC” (“**SciSparc**”), continue to work diligently towards the completion of the proposed transaction between the parties, which would, if completed, constitute the Company’s “Qualifying Transaction” (as such term is defined in Policy 2.4 of the Exchange) and would result in a reverse takeover of the Company by SciSparc (the “**Proposed Transaction**”).

Completion of the Proposed Transaction is subject to a number of conditions including, without limitation, the approval of the Exchange, the completion of the conditions precedent thereto including any financing requirements, and, if applicable pursuant to the Exchange requirements, majority of the minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Trading in Miza’s common shares was halted in July 2024 upon the Company entering into a letter of intent with SciSparc. Trading is expected to remain halted until such time as permission to resume trading has been obtained from the Exchange. Miza is a reporting issuer in Alberta and British Columbia.

### **About Miza**

Miza is a CPC within the meaning of the policies of the Exchange. Miza was 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 Proposed Transaction or other “Qualifying Transaction” as defined in the policies of the Exchange, Miza will not carry on business other than identification and evaluation of companies, businesses or assets with a view to completing a proposed qualifying transaction.

For further information, please contact:

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### **ON BEHALF OF THE BOARD OF DIRECTORS**

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

### **Disclaimers**

*This press release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or*

received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

The TSX Venture Exchange has in no way passed upon the merits of the Proposed Transaction and has not approved or disapproved of the contents of this news release.

### **Cautionary Note Regarding Forward-Looking Information**

*This press release contains statements which constitute “forward-looking information” within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of Miza with respect to future business activities and operating performance. Forward-looking information is often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” or similar expressions and includes information regarding: expectations regarding whether the Proposed Transaction will be consummated, whether definitive agreements will be executed in respect of the Proposed Transaction, whether the Proposed Transaction and the insiders of the Resulting Issuer will be acceptable to the Exchange, whether the conditions precedent to the Proposed Transaction will be completed, including whether conditions to the consummation of the conditions precedent to the Proposed Transaction will be satisfied, or the timing for completing the Proposed Transaction and the conditions precedent to the Proposed Transaction.*

*Investors are cautioned that forward-looking information is not based on historical facts but instead reflect Miza’s management’s expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although Miza believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Resulting Issuer. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the ability to consummate the Proposed Transaction and/or the conditions precedent to the Proposed Transaction; the ability to obtain requisite regulatory and other approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction and/or the conditions precedent to the Proposed Transaction on the proposed terms and schedule; the potential impact of the announcement or consummation of the Proposed Transaction and/or the conditions precedent to the Proposed Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation; and the diversion of management time on the Proposed Transaction and/or the conditions precedent to the Proposed Transaction. This forward-looking information may be affected by risks and uncertainties in the business of Miza, SciSparc and market conditions.*

*Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although Miza has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Miza does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.*