

ZEUS NORTH AMERICA MINING CORP.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of holders (the “**ZEUS Shareholders**”) of common shares (the “**ZEUS Shares**”) of ZEUS NORTH AMERICA MINING CORP. (formerly Umdoni Exploration Inc.) (“**ZEUS**” or the “**Company**”) will be held at 780 - 789 West Pender Street, Vancouver, British Columbia at 11:00 a.m. (Pacific Time) on December 19, 2024 for the following purposes:

1. To pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) to approve an arrangement (the “**Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), the full text of which resolution is set forth in **Appendix A** to, and all as more particularly described in, the accompanying Circular; and
2. To consider other matters, including without limitation such amendments or variations to the foregoing matters, as may properly come before the Meeting or any adjournment thereof.

The full text of the Arrangement Resolution and the Arrangement Agreement (as defined in the Circular) are set out in Appendices A and B to the Circular and provides additional information relating to the subject matters of the Meeting, including the Arrangement, and is deemed to form part of this Notice of Meeting.

Registered ZEUS Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their ZEUS 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 BCBCA. The right to dissent is described in the section of the Circular entitled *The Arrangement - Dissenting Holders’ Rights* and the text of the Interim Order is set out in Appendix C to the Circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the BCBCA may result in the loss of any right of dissent.

The accompanying management information circular (the “**Circular**”) provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of Special Meeting (“**Notice**”). Also accompanying this Notice is Form of Proxy. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Additional information about the Company is on the Company’s profile at www.sedarplus.ca.

The board of directors of the Company has by resolution fixed the close of business on October 31, 2024 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

Registered shareholders who are unable to attend the Meeting, are requested to date, complete and sign the enclosed form of proxy so that as large a representation as possible may be had at the Meeting, and deliver it in accordance with the instructions set out in the form of proxy and in the accompanying Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the Form of Proxy or Voting Instruction Form to ensure that their common shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Vancouver, British Columbia, on November 5, 2024.

ZEUS NORTH AMERICA MINING CORP.

“Dean Besserer” (signed)

Dean Besserer

Chief Executive Officer