

# JZR GOLD INC.

Suite 404 – 1688 – 152<sup>nd</sup> Street  
Surrey, British Columbia, Canada V4A 4N2

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## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON **DECEMBER 31, 2025**

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**NOTICE IS HEREBY GIVEN** that the **Annual General and Special** meeting (the “**Meeting**”) of **JZR GOLD INC.** (the “**Company**”) will be held at Suite 900 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1, on **Wednesday, December 31, 2025, at 11:00 AM** (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended June 30, 2025, together with the auditor’s reports thereon;
2. to fix number of directors at four (4) and to elect directors for the ensuing year;
3. to appoint Baker Tilly WM LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
4. to consider and, if thought fit, pass an ordinary resolution of disinterested shareholders to confirm and approve the continuation of the equity incentive plan, as more particularly described in the attached management information circular in “Section 3 – The Business of the Meeting”; and
5. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the “**Information 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 this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **November 26, 2025**, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy. Each common share (the “**Common Shares**”) is entitled to one vote.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information 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 shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.**

**ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE BY SUBMITTING THEIR COMPLETED FORM OF PROXY (OR VIF) PRIOR TO THE MEETING BY ONE OF THE MEANS DESCRIBED IN THE INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE.**

**DATED** at Vancouver, British Columbia, this **26<sup>th</sup>** day of **November, 2025**.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: “*Rob Klenk*” \_\_\_\_\_

**ROBERT KLENK**

Chief Executive Officer and Director