ZENYATTA VENTURES LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Zenyatta Ventures Ltd. (the "**Corporation**") will be held at the Toronto Board of Trade, 77 Adelaide Street West, Toronto, Ontario M5X 1C1, on September 29, 2016 at 4:00 p.m. (Toronto time), for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended March 31, 2016 and the report of the auditors thereon;

2. to appoint McGovern, Hurley, Cunningham, LLP, Chartered Accountants as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;

3. to elect the directors of the Corporation for the ensuing year;

4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve, for the ensuing year, the Corporation's incentive stock option plan that was adopted on August 1, 2010; and

5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Corporation under the section entitled *Matters to be Acted Upon*.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is August 29, 2016 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed deposited with Capital Transfer Agency Inc. by mail or hand delivery at 121 Richmond Street, West, Suite 401, Toronto, Ontario M5H 2K1, or by facsimile at 416.350.5008. In order to be valid and acted upon at the Meeting, the duly completed form of proxy must be received prior to 4:00 p.m. (Toronto time) on September 27, 2016. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

If you are a non-registered holder of common shares in the capital stock of the Corporation and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

DATED this 29th day of August, 2016.

BY ORDER OF THE BOARD OF DIRECTORS OF
ZENYATTA VENTURES LTD.

"*Aubrey J. Eveleigh*"

Aubrey J. Eveleigh
President, Chief Executive Officer and Director