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ZENITH CAPITAL CORPORATION ANNOUNCES PROPOSED QUALIFYING TRANSACTION WITH GRAND SAMSARA

March 9, 2023, Vancouver, British Columbia: Zenith Capital Corporation (TSXV: ZENI.P) (the "**Corporation**" or "**Zenith**"), a "Capital Pool Company" under the TSX Venture Exchange (the "**TSXV**") Policy 2.4 (the "**CPC Policy**"), announces that it has signed a binding letter agreement (the "**Letter Agreement**") with Grand Samsara Consulting LLC ("**Grand Samsara**"), a company existing under the laws of Mongolia, and CBGB Ventures Corp. ("**Fundco**"), a corporation incorporated under the laws of British Columbia, which outlines the general terms and conditions pursuant to which Zenith, Grand Samsara and Fundco have agreed to complete a transaction pursuant to which Zenith intends to acquire all of the issued and outstanding securities of each of Grand Samsara and Fundco, which is expected to result in a reverse take-over of Zenith by the shareholders of Grand Samsara and Fundco (the "**Proposed Transaction**"). The Proposed Transaction is expected to constitute Zenith's "Qualifying Transaction" (as such term is defined in the CPC Policy). The Letter Agreement was negotiated at arm's length and is effective as of March 8, 2023. Zenith following the completion of the Proposed Transaction is referred to herein as the "**Resulting Issuer**". All dollar amounts set forth herein are in Canadian dollars.

Terms of the Transaction

The Proposed Transaction is expected to proceed by way of a securities exchange pursuant to which the securityholders of each of Grand Samsara and Fundco will exchange their securities of Grand Samsara and Fundco, respectively, for securities of Zenith such that Grand Samsara and Fundco will become wholly-owned subsidiaries of the Resulting Issuer. It is anticipated that the existing shareholders of Grand Samsara and Fundco will own a majority of the outstanding shares of the Resulting Issuer upon completion of the Proposed Transaction. The Resulting Issuer anticipates being listed as a Tier 2 mining issuer on the TSXV.

As of the date hereof, the final valuation of Grand Samsara, Fundco and of the Resulting Issuer have not been determined. The final valuation will be subject to the pricing of a concurrent private placement which is anticipated to be completed by Fundco on or prior to the closing of the Proposed Transaction (the "**Fundco Private Placement**"), the final pricing of a concurrent private placement which is anticipated to be conducted by Zenith on or prior to the closing of the Proposed Transaction (the "**Zenith Private Placement**", and together with the Fundco Private Placement, the "**Private Placements**") and the policies of the TSXV. It is anticipated that the Fundco Private Placement will be completed for minimum gross proceeds of $1,500,000 and the Zenith Private Placement will be completed for minimum gross proceeds of $1,000,000. The pricing and types of securities to be issued and the terms and conditions of the Private Placements are expected to be determined by the respective parties in the context of the market and in accordance with the policies of the TSXV. Zenith will provide further details regarding the Private Placements in due course.

About Grand Samsara

Grand Samsara holds a 100% undivided interest in the Tsagaan Zalaa Silica Project, an advanced exploration silica property in a prolific silica producing region of Mongolia. Trenching and sampling work conducted onsite supports a high purity silica property. The Project is ready for the next phase of exploration work to support a mining license application and subsequent production.

While silica is abundant on earth, high-grade silica is exceedingly rare. High-grade silica is processed into a pure form of silicon, which is irreplaceable in today's technology. Silicon is considered a critical metal and is the primary ingredient in semiconductor chips, which power everything from computers and smartphones to military and healthcare systems. Silicon is a key component of fibre optic cables, solar panels, and plays a vital role in the auto industry. There are various potential off-takers in the region of the Tsagaan Zalaa Silica Project, with a processing facility within 20km of the property.

Further information about Grand Samsara and the Tsagaan Zalaa Silica Project, including financial information, will be provided in a subsequent news release.

About Zenith

Zenith was incorporated under the *Business Corporations Act* (British Columbia) on March 11, 2019 and has a head office located at 2475 Queens Avenue, West Vancouver, British Columbia, V7V 2Y9. Zenith is a "Capital Pool Company" (as defined in the CPC Policy) and the Proposed Transaction is intended to constitute Zenith's "Qualifying Transaction" (as defined in the CPC Policy). Upon completion of the Proposed Transaction, it is expected that the Resulting Issuer will carry on the business of Grand Samsara.

Financial information for Zenith is available at Zenith's SEDAR profile at www.sedar.com. Zenith will continue to provide further details in respect of the Proposed Transaction, including financial information regarding Grand Samsara by way of press release in due course.

About CBGB Ventures Corp.

CBGB Ventures Corp. is a private company incorporated under the laws of British Columbia, and has no assets other than a minimal amount of cash.

Bridge Loan

In connection with the Proposed Transaction, Zenith, Fundco and Grand Samsara are expected to enter into a bridge loan agreement (the "**Loan Agreement**") pursuant to which: (i) Zenith will advance up to $25,000 to Grand Samsara for the preparation of a technical report on the Tsagaan Zalaa Silica Project prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, and (ii) Fundco will make certain advances to Grand Samsara to facilitate the advancement of exploration and development activities on the Tsagaan Zalaa Silica Project.

Anti-Dilution Right

Subject to prior TSXV acceptance, Zenith is expected to grant the current shareholders of Grand Samsara an anti-dilution right (the "**AD Right**") for a period ending on the earlier of: (i) completion of an aggregate total of $4,000,000 in equity financing by Zenith and Fundco collectively following the date of execution of the Letter Agreement (including the proceeds of the Private Placements, but excluding the proceeds from the exercise of any options or warrants of Zenith and Fundco) (together, the "**Equity Financings**"), and (ii) two (2) years from the closing date of the Proposed Transaction ("**Closing**"). Pursuant to the AD Right, to the extent dilution results from any Equity Financing which causes the total number of Zenith securities issued to the current shareholders of Grand Samsara to represent less than 40% of the then-issued and outstanding common shares of Zenith ("**Common Shares**") on or after Closing, Zenith shall issue such additional number of Common Shares to the shareholders of Grand Samsara as is necessary to increase the aggregate number of Common Shares issued to such Grand Samsara Shareholders to represent 40% of the outstanding Common Shares following such Equity Financing(s).

Insiders, Officers and Board of Directors of the Resulting Issuer

The board of directors and management of Zenith is expected to be reconstituted upon completion of the Proposed Transaction, with one current director of Zenith resigning and each of Zenith and Grand Samsara nominating two directors for appointment to the board of the Resulting Issuer. Zenith and Grand Samsara will jointly nominate a fifth director, to be nominated for election at the next annual general meeting of the Resulting Issuer. Zenith is expected to assume the management contracts of certain key Grand Samsara executives (the "**Key Management Contracts**") in connection with the Proposed Transaction. Zenith will provide further details regarding the proposed insiders of the Resulting Issuer in due course.

Capitalization

As of the date hereof and prior to the completion of the Zenith Private Placement, there are (i) 7,390,421 Common Shares issued and outstanding and (ii) 100,000 options to acquire Common Shares outstanding, with each such option exercisable to acquire one Common Share at a price of $0.10 per Common Share. Zenith will provide further information regarding the capitalization of Grand Samsara and Fundco, and the anticipated capitalization of the Resulting Issuer, in due course.

Conditions to Transaction

As the Proposed Transaction is an arm's length transaction, Zenith does not expect to obtain shareholder approval for the Proposed Transaction. The Proposed Transaction will be subject to approval by the shareholders of Grand Samsara and Fundco.

The Transaction is subject to various conditions, including: (a) completion of mutually satisfactory due diligence; (b) Zenith entering into a definitive agreement with each of Grand Samsara and Fundco in respect of the Proposed Transaction; (c) each of Zenith and Fundco entering into the

Loan Agreement with Grand Samsara, and each party thereto being in good standing with respect to their obligations thereunder; (d) completion of the Private Placements on or prior to Closing; (e) the assumption of the Key Management Contracts on or prior to Closing; and (f) the receipt of all requisite regulatory approvals relating to the Proposed Transaction, including, without limitation, approval of the TSXV, the boards of directors of Zenith, Grand Samsara and Fundco, and the shareholders of Grand Samsara, Fundco and Zenith, if applicable.

Additional Information Regarding the Proposed Transaction

The final legal structure for the Transaction will be determined after the parties have considered all applicable tax, securities law, and accounting efficiencies. The Letter Agreement contains standard confidentiality, access to information, non-solicitation and termination provisions.

Sponsorship

Zenith proposes to make an application for a waiver from the sponsorship requirements of the TSXV in connection with the Proposed Transaction. However, there is no assurance that the TSXV will grant Zenith a waiver from all or part of the applicable sponsorship requirements.

Further Information

All information contained in this news release with respect to Zenith, Grand Samsara and Fundco was supplied by the parties respectively, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

For further information regarding the Proposed Transaction, please contact:

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Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to the requirements of the TSXV, 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.*

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. Trading in the securities of a capital pool company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

NEITHER THE TSXV NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSXV) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION:

This news release contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to: the terms and conditions of the Proposed Transaction, including the expected proceeds and timing of the Private Placements, the terms and conditions of the Loan Agreement, the completion of mutually satisfactory due diligence and the expected composition of the Resulting Issuer board of directors; the business and operations of the Resulting Issuer after the Proposed Transaction and the Resulting Issuer’s plans and expectations with respect to the Tsagaan Zalaa Silica project. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; market conditions; the timely receipt of all board, shareholder or regulatory approvals required in connection with the Proposed Transaction, Private Placements and Loan Agreement; and the negotiation of the definitive agreements in respect of the Proposed Transaction. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Except as required by law, Zenith and Grand Samsara assume no obligation to the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

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