

## FORM 12

### NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: Zeus North America Mining Corp. (the "Issuer").

Trading Symbol: ZEUS

Date: April 24, 2026

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

The Issuer is consolidating its share capital of on a two (2) old for one new basis. No fractional shares will be issued. The number of post-consolidated common shares to be received will be rounded to the nearest whole number.

2. Number of securities outstanding and reserved for issuance following the reclassification

Pre Consolidation Common Shares: 93,207,498

Post Consolidation Common Shares: 46,603,749

Escrowed Securities: N/A

Post-Consolidation Warrants: 10,712,690

Post-Consolidation Options: 1,200,000

Authorized Securities: Unlimited

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

The consolidation is not expected to have any significant impact on liquidity and will have no impact on the voting and equity rights of public shareholders. It is the expectation of the Issuer that the liquidity of the market for the Issuer's listed securities will improve as it will provide the Issuer with increased flexibility to seek additional financing and transaction opportunities.

4. Date of shareholders' meeting to approve the reclassification

N/A. The Issuer's articles permit the board of directors to approve a consolidation, which was completed via consent resolution on February 9, 2026

5. Record date for the reclassification

April 30, 2026

**6. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated April 24, 2026.

Lawrence Cheung  
Name of Director or Senior Officer

/s/ "Lawrence Cheung"  
Signature

CFO  
Official Capacity