

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Kootenay Zinc Corp. (formerly Oceanside Capital Corp.) (the “**Issuer**”)
Suite 800-1199 West Hastings Street
Vancouver, British Columbia V6E 3T5

Item 2: Date of Material Change

September 30, 2016

Item 3: News Release

A news release announcing the material change was issued and disseminated on September 30, 2016 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

The Issuer entered into an option agreement (the “**Agreement**”) with Gravitas Metals Corp. (“**Gravitas**”) and the shareholders of Gravitas (the “**Gravitas Vendors**”) dated effective September 30, 2016, pursuant to which the Issuer has the option (the “**Option**”) to acquire all of the issued and outstanding shares of Gravitas, a private corporation, incorporated under the laws of British Columbia, which, pursuant to an option agreement between Gravitas and the holders of the certain mining claims (the “**Sully Vendors**”) located in the Fort Steele Mining Division in the southeast portion of the Province of British Columbia (the “**Sully Property**”) dated October 21, 2011, as amended (the “**Underlying Sully Property Agreement**”), holds an exclusive option (the “**Sully Property Option**”) and right to acquire an eighty percent (80%) interest in the Sully Property.

Pursuant to the terms of the Agreement, the Option is exercisable by the Issuer by: (a) issuing to the Gravitas Vendors on a pro rata basis, such number of common shares of the Issuer equal to 35% (post-issuance) of the issued and outstanding common shares of the Issuer; and (b) satisfying all of the outstanding obligations of Gravitas under the Underlying Sully Property Agreement as follows: incurring expenditures on or in respect of the Sully Property, including (i) \$1,500,000 on or before October 21, 2017 (approximately \$1,340,000 completed as of the date of the Agreement), and (ii) an additional \$1,500,000 on or before October 21, 2018; and making payments in the form of cash, common shares of the Issuer, certified cheque or wire transfer to the Sully Vendors, including (i) \$200,000 on or before October 21, 2017; (ii) \$400,000 on or before October 21, 2018; and (iii) \$800,000 on or before October 21, 2019.

If the Issuer satisfies the terms and properly exercises the Option and receives all of the issued and outstanding shares of Gravitas, Gravitas will become a wholly-owned subsidiary of the Issuer, and pursuant to the Underlying Sully Property Agreement, the Issuer will hold an eighty percent (80%) indirect, legal and beneficial interest in and to the Sully Property. In addition, the Underlying Sully Property Agreement provides that upon exercising the Sully Property Option, Gravitas and the Sully Vendors will form an 80/20 joint venture. A two percent (2%) net smelter returns royalty will be held in favour of the Sully Vendors, half of which may be purchased back by Gravitas for \$5,000,000. Pursuant to a right of first refusal purchase agreement dated August 9, 2016, the Sully Vendors also granted to Gravitas a right of first refusal to purchase the remaining, collective, twenty

percent (20%) interest in the Sully Property, or, the individual, five percent (5%) interest of the Sully Property from the Sully Vendors after the exercise of the Sully Property Option.

Further to its news release dated September 30, 2016, the Issuer received Canadian Securities Exchange approval to the consolidation of its common shares on the basis of one (1) post-consolidation common share for each two (2) pre-consolidation common shares (the “**Consolidation**”). The Consolidation is effective for trading purposes on the CSE at market open on October 5, 2016, under the trading symbol “ZNK”. Following the Consolidation, the Issuer has 4,029,500 common shares issued and outstanding. Also, in connection with the Agreement and in conjunction with the Consolidation, the Issuer changed its name to Kootenay Zinc Corp effective October 4, 2016.

Item 5.1: Full Description of Material Change

See news release attached as Schedule “A” hereto.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

No information has been omitted.

Item 8: Executive Officer

For further information, please contact
Anthony Jackson, Chief Financial Officer and Director
Telephone at 604 306-0068

Item 9: Date of Report

October 5, 2016

Schedule "A"

OCEANSIDE CAPITAL CORP.

Suite 800-1199 West Hastings Street Vancouver, B.C. V6E 3T5

September 30, 2016

**OCEANSIDE CAPITAL CORP. ANNOUNCES OPTION AGREEMENT TO ACQUIRE
GRAVITAS METALS CORP. AND INTEREST IN THE SULLY PROPERTY,
NEW DIRECTOR AND PROJECT MANAGER**

Vancouver, Canada, September 30, 2016 – Oceanside Capital Corp. (the "**Company**") (CSE: OCE) is pleased to announce that it has entered into an option agreement (the "**Agreement**") with Gravitass Metals Corp. ("**Gravitass**") and the shareholders of Gravitass (the "**Gravitass Vendors**") dated effective September 30, 2016, pursuant to which the Company has the option (the "**Option**") to acquire all of the issued and outstanding shares of Gravitass, a private corporation, incorporated under the laws of British Columbia (the "**Acquisition**"), which, pursuant to an option agreement between Gravitass and the holders of the Sully Property (the "**Sully Vendors**") dated October 21, 2011, as amended (the "**Underlying Sully Property Agreement**"), holds an exclusive option (the "**Sully Property Option**") and right to acquire an eighty percent (80%) interest in mining claims located in the Fort Steele Mining Division in the southeast portion of the Province of British Columbia (the "**Sully Property**").

Further to the Company's news releases dated September 7, 2016 and September 9, 2016, in connection with the execution of the Agreement, the Company also announces that it intends to complete: a consolidation (on the basis of one (1) new common share for every two (2) existing common shares) (the "**Consolidation**"); a name change from Oceanside Capital Corp. to "Kootenay Zinc Corp." (the "**Name Change**"); and a post-Consolidation non-brokered private placement (the "**Private Placement**") of up to fifteen (15) million common shares of the Company (each a "**Placement Share**") at a price of \$0.05 per Placement Share to raise gross proceeds of up to \$750,000. The Company has increased the intended gross proceeds raised under the proposed Private Placement from a previously announced sum of \$500,000 (news release dated September 9, 2016) to \$750,000. The Company intends to complete the Consolidation, Name Change and Private Placement in due course and will announce if and when each of these matters are completed, as applicable.

Highlights of the Proposed Acquisition

Pursuant to the terms of the Agreement, the Option is exercisable by the Company by: (a) issuing to the Gravitass Vendors on a *pro rata* basis, such number of common shares of the Company equal to 35% (post-issuance) of the issued and outstanding common shares of the Company (the "**Consideration Shares**"); and (b) satisfying all of the outstanding obligations of Gravitass under the Underlying Sully Property Agreement as follows: incurring expenditures (the "**Expenditures**") on or in respect of the Sully Property, including (i) \$1,500,000 on or before October 21, 2017 (*approximately \$1,340,000 completed as of the date of the Agreement*), and (ii) an additional \$1,500,000 on or before October 21, 2018; and making payments in the form of cash, common shares of the Company, certified cheque or wire transfer to the Sully Vendors, including (i) \$200,000 on or before October 21, 2017; (ii) \$400,000 on or before October 21, 2018; and (iii) \$800,000 on or before October 21, 2019 (the "**Underlying Sully Property Agreement Payments and Expenditures**").

The Company may elect to issue the Consideration Shares to the Gravitass Vendors upon delivery of a written notice confirming that the Company has satisfied the terms of the Agreement including the Underlying Sully Property Agreement Payments and Expenditures. The Consideration Shares may be subject to certain escrow provisions and/or hold period imposed under applicable securities laws or the policies and rules of a stock exchange on which the common shares of the Company are then listed. The

obligations of Gravitass and the Sully Vendors to complete the transaction upon the exercise of the Option by the Company is subject to the Company having raised no less than gross proceeds of \$500,000 through the sale of common shares in the capital of the Company.

In connection with the Agreement, the Company entered into a consent agreement (the “**Consent Agreement**”) with the Sully Vendors, Gravitass and the Gravitass Vendors, pursuant to which the Sully Vendors expressly consent to the Acquisition, and that such change of control of Gravitass will not affect any of Gravitass’ rights or obligations under the Underlying Sully Property Agreement, and further, provides that each Sully Vendor consents that any Underlying Sully Property Agreement Payments and Expenditures made or completed pursuant to the Agreement will be accepted by the Sully Vendors as payments or expenditures (as applicable) incurred on behalf of Gravitass for the purposes of the Underlying Sully Property Agreement.

In connection with the Agreement, the Corporation has entered into a finder’s fee agreement (the “**Finder’s Agreement**”) with Hamish Angus in consideration for Mr. Angus’ services in introducing the Corporation to Gravitass, pursuant to which Mr. Angus shall receive consideration of 500,000 common shares of the Corporation.

Underlying Sully Property Agreement

If the Company satisfies the terms and properly exercises the Option, as discussed above, and receives all of the issued and outstanding shares of Gravitass, Gravitass will become a wholly-owned subsidiary of the Company, and pursuant to the Underlying Sully Property Agreement, the Company will hold an eighty percent (80%) indirect, legal and beneficial interest in and to the Sully Property. In addition, the Underlying Sully Property Agreement provides that upon exercising the Sully Property Option, Gravitass and the Sully Vendors will form an 80/20 joint venture. A two percent (2%) net smelter returns royalty will be held in favour of the Sully Vendors, half of which may be purchased back by Gravitass for \$5,000,000. Pursuant to a right of first refusal purchase agreement dated August 9, 2016, the Sully Vendors also granted to Gravitass a right of first refusal to purchase the remaining, collective, twenty percent (20%) interest in the Sully Property, or, the individual, five percent (5%) interest of the Sully Property from the Sully Vendors after the exercise of the Sully Property Option.

The Sully Property

The Sully Property comprises 1375 ha located approximately 30km east of Kimberley, B.C. and overlies rocks of similar age and origin as those which host the world-class Sullivan Deposit, owned by Teck Resources Limited. Sullivan was discovered in 1892 and is known to be one of the largest sedimentary-exhalative (“**SEDEX**”) deposits in the world. Over its 100-year lifetime, Sullivan produced approximately 150 million tonnes of ore, including three billion ounces of silver, eight million tonnes of zinc and eight million tonnes of lead. The equivalent level of strata as at Sullivan and that formed on the margin of that same basin are present at the Sully Property. The Company cautions that past results or discoveries on proximate land are not necessarily indicative of the results that may be achieved on the Sully Property.

New Director

The Company is also pleased to announce the appointment of Jay Sujir as a director to the Company following the resignation of Sean Charland. Mr. Sujir is a partner at the law firm of Farris Vaughan Wills and Murphy LLP and has been a director and chairman of numerous natural resource companies over the past 20 years.

The Company thanks Mr. Charland for his services and wishes him the best in the future with his other endeavors.

Sully Project Manager

The Company also announces that Paul Ransom, P.Geo., has been appointed Project Manager. Mr. Ransom is a geologist and noted Sullivan SEDEX deposit expert, having worked for over 30 years with Cominco (now Teck Resources Limited) at, or related to the regional geology of the Sullivan mine. Mr. Ransom has authored and/or co-authored ten papers on geology of the Sullivan deposit. Mr. Ransom also spent three years as a project geologist under secondment to Mt. Isa Mines in Australia, another large-scale copper, lead, zinc and silver mine. Mr. Ransom has worked extensively in the Kootenay region of B.C., including managing drilling at Sullivan Deeps, but has also worked in the Yukon and NWT. Mr. Ransom's passion for finding other mega-SEDEX deposits has been a career-long pursuit.

The scientific and technical information contained in this news release has been reviewed and approved by the Company's Project Manager, Paul Ransom, P.Geo., a "Qualified Person" as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

On behalf of the Board of Directors

David Schmidt
President and Chief Executive Officer

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law and may not be offered or sold in the "United States", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

Forward Looking Information

This news release includes certain statements that constitute "forward-looking information" within the meaning of applicable securities law, including without limitation, statements that address the Private Placement, the Name Change, the Consolidation, the Company's plans for the Sully Property, comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, success of exploration activities, costs and timing of future exploration and development, requirements for additional capital, other statements relating to the financial and business prospects of the Company and other matters. Forward-looking statements address future events and conditions and are necessarily based upon a number of estimates and assumptions. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved), and variations of such words, and similar expressions are not statements of historical fact and may be forward-looking statements. Forward-looking statements are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the price of zinc and other metals, anticipated costs and the ability to achieve goals. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks. In particular, there is no guarantee that the Private Placement, the Name Change, or the Consolidation will be completed. Accordingly actual results may differ materially from those currently anticipated in such statements. Factors that could cause actual results to differ materially from those in forward looking statements include continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants and fees charged by service providers. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements included in this news release are made as of the date hereof and

the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.

Neither the CSE nor its regulation services provides accepts responsibility for the adequacy or accuracy of this news release.