

**KOOTENAY ZINC CORP.**

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**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON DECEMBER 16, 2016**

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**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of Shareholders of Kootenay Zinc Corp. (the “**Corporation**”) will be held at Farris Vaughan Wills & Murphy LLP, 25TH Floor 700 West Georgia Street, Vancouver, BC, Canada on Friday, December 16, 2016 at 2:00 p.m. (Vancouver Time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended February 29, 2016, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at four (4);
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditors for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution affirming, ratifying and approving the Corporation’s 10% rolling stock option plan, the full form of which is attached as Schedule “B” to the accompanying management information circular (the “**Circular**”); and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

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 November 7, 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.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** As a shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of Computershare Investor Services Inc. (“**Computershare**”), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, on behalf of the Corporation, so as to arrive not later than 2:00 p.m. (Vancouver time) on December 14, 2016, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; (b) by telephone (toll free) at 1-866-732-VOTE (8683); or (c) on the internet at [www.investorvote.com](http://www.investorvote.com), unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

DATED this 16<sup>th</sup> day of November, 2016.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“David Schmidt”*

David Schmidt, President and Chief Executive Officer