

**Kootenay Zinc Corp.**  
**Suite 400-837 West Hastings Street**  
**Vancouver, BC V6C 3N6**  
**(The "Company")**

**NOTICE OF CHANGE OF AUDITOR**  
**(The "Notice")**

**To: Smythe LLP Chartered Professional Accountants**  
**And To: Davidson and Company LLP**


1. The directors of the Company do not propose to re-appoint Smythe LLP Chartered Professional Accountants, as auditors for the Company; and
2. The directors of the Company propose to appoint Davidson and Company LLP, as auditors of the Company, effective June 18, 2019 to hold office until the next annual meeting of the Company.

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"), the Company confirms that:

1. Smythe LLP Chartered Professional Accountants was asked to resign as auditor of the Company, effective June 18, 2019, to facilitate the appointment of Davidson and Company LLP of 1200-609 Granville St, Vancouver, BC V7Y 1G6;
2. Smythe LLP Chartered Professional Accountants has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which Smythe LLP Chartered Professional Accountants issued an audit report in respect of the Company and the date of this Notice;
3. In the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company nor any period from the most recently completed for which Smythe LLP Chartered Professional Accountants issued an audit report in respect of the Company and the date of this Notice; and
4. The Notice and Auditor's letters have been reviewed by the Audit Committee and the Board of Directors.

Dated as of the 18<sup>th</sup> day of June 2019

**Kootenay Zinc Corp.**

  
Tara Haddad, CFO