

FORM 51-102F3
Material Change Report

Item 1. **Name and Address of Company**

Kootenay Zinc Corp.
Suite 400-837 West Hastings Street
Vancouver, BC
V6C 3N6

Item 2. **Date of Material Change**

September 12, 2019

Item 3. **News Release**

Please see attached news release

Item 4. **Summary of Material Change**

Kootenay Zinc Corp. has entered into an option agreement dated Sept. 12, 2019, with Longford Capital Corp. to acquire a 100-per-cent interest in and to certain mineral properties, together with the surface rights, mineral rights, personal property and permits associated therewith, located in the Angus property. The company has appointed Tara Haddad as interim chief executive officer of the company and Von Torres as a board director, following the resignation of Rob Tindall as chief executive officer and a director of the company.

Item 5. **Full Description of Material Change**

See News release below

Item 6. **Reliance on Subsection 7.1(2) of National Instrument 51-102**

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Tara Haddad
CFO
Tel: 604-805-6467

Item 9. **Date of Report**

September 24, 2019

KOOTENAY ZINC CORP.
Suite 400-837 West Hastings Street
Vancouver, BC V6C 3N6

KOOTENAY ZINC ENTERS INTO OPTION AGREEMENT FOR ANGUS PROPERTY

Vancouver, Canada, September 13, 2019 – Kootenay Zinc Corp. (the “Company” or “Kootenay”) (CSE: ZNK; OTC: KTNND; FRA: KYH1) announces that the Company has entered into an option agreement dated September 12, 2019 with Longford Capital Corp. (“Optionor”) to acquire 100-per-cent interest in and to certain mineral properties, together with the surface rights, mineral rights, personal property and permits associated there with, located in the Angus Property.

About the Angus Property

The Angus property is a gold and copper prospect with an area of 1019 hectares in the Victoria Mining Division of Vancouver Island. The property has access by logging roads to the north of the Lake Cowichan community owned by Island Timberland and Timberland West.

Highlights of the project

- The property hosts four historic minfiles and have returned multiple multigram gold per tonne assay results. Historic results include¹:
 - From a gossanous diorite grab sample
 - 13.0 grams per tonne gold,
 - 14.7 grams per tonne silver,
 - 0.3376 percent copper
 - From vein material
 - 13.03 grams per tonne gold,
 - 29.4 grams per tonne Silver,
 - 0.55 percent lead,
 - 0.238 percent zinc

The area has a potential for hosting a copper gold porphyry with a historic grab sample of chlorite schist feldspar porphyry, near a shear zone running 0.325 grams per tonne gold and 0.472 percent copper and a second sample running 1.4 grams per tonne gold, 17.6 grams per tonne silver, and 1.58 percent copper.¹

¹Grab samples are selected samples and are not necessarily representative of the mineralization hosted on the property

Agreement terms

- Kootenay is granted the sole and exclusive right and option to acquire 100% interest in the Angus Property by issuing 3,000,000 shares to the Optionors

- 2,500,000 shares to be issued upon signing of the agreement
- 500,000 shares to be issued at the first anniversary from the effective date of the agreement
- Kootenay is to complete \$125,000 in exploration expenditures within 24 months of the effective date of the agreement
- Kootenay grants and agrees to pay to the Royalty Holder a royalty equal to 2.0% of the Net Smelter Returns in respect of the Angus Claims. The Company has the option to buy back 1% of the NSR for consideration of \$1,500,000.

The Company would also like to announce that it has appointed Tara Haddad as interim CEO of the company and Von Torres as a director of the board, following the resignation of Rob Tindall as CEO and director of the company.

The scientific and technical information contained in this news release has been reviewed and approved by Luke van der Meer, P.Geo., a “Qualified Person” as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

KOOTENAY ZINC CORP.

Per:

Tara Haddad

Director

info@kootenayzinc.com

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 Angus Property, comments regarding the timing and content of upcoming work programs, geological interpretations, costs and timing of future exploration and development, requirements for additional capital, other statements relating to the financial and business prospects of the Company. 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. Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in

the forward-looking statements, including, without limitation: (i) risks related to zinc, base metal and other commodity price fluctuations; (ii) risks and uncertainties relating to the interpretation of exploration results; (iii) risks related to the inherent uncertainty of exploration and cost estimates and the potential for unexpected costs and expenses; (iv) that resource exploration and development is a speculative business; (v) that the Company may lose or abandon its property interests or may fail to receive necessary licences and permits; (vi) that environmental laws and regulations may become more onerous; (vii) that the Company may not be able to raise additional funds when necessary; (viii) the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; (ix) exploration and development risks, including risks related to accidents, equipment breakdowns, labour disputes or other unanticipated difficulties with or interruptions in exploration and development; (x) competition; (xi) the potential for delays in exploration or development activities or the completion of geologic reports or studies; (xii) the uncertainty of profitability based upon the Company's history of losses; (xiii) risks related to environmental regulation and liability; (xiv) risks associated with failure to maintain community acceptance, agreements and permissions (generally referred to as "social licence"); (xv) risks relating to obtaining and maintaining all necessary government permits, approvals and authorizations relating to the continued exploration and development of the Company's projects; (xvi) risks related to the outcome of legal actions; (xvii) political and regulatory risks associated with mining and exploration; (xix) risks related to current global financial conditions; and (xx) other risks and uncertainties related to the Company's prospects, properties and business strategy. These risks, as well as others, could cause actual results and events to vary significantly. There can be no assurance that planned exploration will be completed as proposed or at all, or that economic resources will be discovered or developed at the Sully Property. 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, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants, equipment failures, failure of counterparties to perform their contractual obligations 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 Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy or accuracy of this news release.