

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

NOTICE OF CHANGE OF AUDITOR
(The "Notice")

To: Davidson and Company LLP
And To: Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants

1. The directors of the Company do not propose to re-appoint Davidson and Company LLP, as auditors for the Company; and
2. The directors of the Company propose to appoint Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants, as auditors of the Company, effective May 12, 2020 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. Davidson and Company LLP was asked to resign as auditor of the Company, effective May 12, 2020, to facilitate the appointment of Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants of Suite 1500 - 1140 West Pender Street, Vancouver, B.C. V6E 4G1;
2. Davidson and Company LLP 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 Davidson and Company LLP 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 Davidson and Company LLP 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 12th day of May 2020

Kootenay Zinc Corp.


Tara Haddad (May 12, 2020)

Tara Haddad, CFO