

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1            Name and Address of Company**

Zenith Exploration Inc. (the "**Company**")  
Suite 1128, 789 West Pender Street  
Vancouver, British Columbia  
Canada V6C 1H2

**Item 2            Date of Material Change**

October 23, 2017

**Item 3            News Release**

The news release attached hereto as Schedule "A" announcing the material change described herein was disseminated through the news dissemination services of Stockwatch and Baystreet on October 23, 2017.

**Item 4            Summary of Material Change**

The Company announced that it expects to issue, by way of a non-brokered private placement, up to 4,000,000 common shares (the "**Offered Shares**") at a price of \$0.005 per Offered Share for total gross proceeds of up to \$20,000.

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

Please see the news release attached as Schedule "A" for a full description of the material change.

**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**

Not applicable.

**Item 8            Executive Officer**

Brent Hahn, Chief Executive Officer  
Telephone: 604-590-5199

**Item 9            Date of Report**

October 25, 2017

SCHEDULE "A"

## Zenith Exploration Inc.

Suite 1128, 789 West Pender Street  
Vancouver, BC V6C 1H2

### NEWS RELEASE

#### ZENITH ANNOUNCES PRIVATE PLACEMENT OF COMMON SHARES

/NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH UNITED STATES NEWSWIRE SERVICES/

**Vancouver, British Columbia, October 23, 2017.** Zenith Exploration Inc. ("**Zenith**") announces it expects to issue, by way of a non-brokered private placement, up to 4,000,000 common shares (the "**Offered Shares**") at a price of \$0.005 per Offered Share for total gross proceeds of up to \$20,000 (the "**Offering**").

The net proceeds from the Offering will be used for working capital and general corporate purposes. The Offered Shares will be subject to a statutory hold period of four months following the date of issuance.

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

#### **About Zenith Exploration Inc.**

Zenith Exploration Inc. (the "**Company**") was incorporated in the province of British Columbia on June 19, 2015. The Company is a resource exploration company that is acquiring and exploring mineral properties.

On Behalf of the Board of Directors  
**ZENITH EXPLORATION INC.**

Brent Hahn  
Chief Executive Officer  
Telephone: 604-590-5199