

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

Item 1 Name and Address of Company

Zenith Exploration Inc. (the “**Company**”)
Suite 1080, 789 West Pender Street
Vancouver, British Columbia
Canada V6C 1H2

Item 2 Date of Material Change

November 15, 2018

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 December 4, 2018.

Item 4 Summary of Material Change

The Company announced it has entered into two property agreements with John David Ostler (the “**Vendor**”) dated November 15, 2018 (the “**Agreements**” or “**Agreements**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has entered into two property agreements with John David Ostler (the “**Vendor**”) dated November 15, 2018 (the “**Agreements**” or “**Agreements**”).

The Golden Girl Agreement (the “**Golden Girl Agreement**”) gives the Company the right to acquire a 100% interest in four (4) claims for a total of 693.353 hectares located approximately in the Omenica Mining Division of British Columbia, Canada.

The Mantle Agreement (the “**Mantle Agreement**”) gives the Company the right to acquire a 100% interest in four (4) claims for a total of 985.26 hectares located in the Skeena Mining Division of British Columbia, Canada.

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

December 10, 2018

Zenith Exploration Inc.

Suite 1080, 789 West Pender Street
Vancouver, BC V6C 1H2

NEWS RELEASE

ZENITH EXPLORATION ANNOUNCES PROPERTY ACQUISITIONS

Vancouver, BC – December 4, 2018 – Zenith Exploration Inc. (CSE: “**ZX**”) (“**Zenith**” or the “**Company**”) announces subject to Canadian Securities Exchange (the “**CSE**”) approval, it has entered into two property agreements with John David Ostler (the “**Vendor**”) dated November 15, 2018 (the “**Agreements**” or “**Agreements**”).

The Golden Girl Agreement (the “**Golden Girl Agreement**”) gives the Company the right to acquire a 100% interest in four (4) claims for a total of 693.353 hectares located approximately in the Omenica Mining Division of British Columbia, Canada.

Pursuant to the terms of the Golden Girl Agreement the Company may exercise the option as follows (subject to a 1.0% Net Smelter Return Royalty in favour of the Vendor):

- (a) by making payments to the Vendor as follows:
 - i. \$10 for good and fair consideration of the Golden Girl Agreement.
 - ii. \$1,000 upon signing of the Golden Girl Agreement; and
 - iii. Issue to the Vendor 200,000 common shares of the Company.

The Mantle Agreement (the “**Mantle Agreement**”) gives the Company the right to acquire a 100% interest in four (4) claims for a total of 985.26 hectares located in the Skeena Mining Division of British Columbia, Canada.

Pursuant to the terms of the Mantle Agreement the Company may exercise the option as follows (subject to a 1.0% Net Smelter Return Royalty in favour of the Vendor):

- (a) by making payments to the Vendor as follows:
 - i. \$10 for good and fair consideration of the Mantle Agreement.
 - ii. \$1,000 upon signing of the Mantle Agreement; and
 - iii. Issue to the Vendor 200,000 common shares of the Company.

The above Agreements are subject to regulatory approval.

On Behalf of the Board of Directors

ZENITH EXPLORATION INC.

Brent Hahn
Chief Executive Officer
Telephone: 604-428-7050

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

FORWARD LOOKING STATEMENT

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business and trading in the common stock of Zenith Exploration Inc., the raising of additional capital and the future development of the business. The forward-looking information is based on certain key expectations and assumptions made by the company's management. Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. These forward-looking statements are made as of the date of this press release and Zenith disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.