

**51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Zinc8 Energy Solutions Inc. (the “**Company**”)
#1 - 8765 Ash Street
Vancouver, BC V6P 6T3

Item 2 Date of Material Change

June 7, 2021

Item 3 News Release

The news release was disseminated on June 7, 2021 through ACCESSWIRE.

Item 4 Summary of Material Change

The Company announced that it agreed to issue 116,279 common shares (the “**Shares**”) pursuant to a settlement and release agreement (the “**Settlement Agreement**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it agreed to issue 116,279 Shares pursuant to a Settlement Agreement.

The parties have been involved in litigation regarding the claim by Market One Media Group Inc. (“**Market One**”) for payment under a contract from 2019. On June 1, 2021, the Company entered into the Settlement Agreement whereby Market One has agreed to release the Company from all claims in consideration for, among other things, the issuance of 116,279 Shares of the Company.

The securities being issued are subject to a 4 month and a day hold period.

See attached new release with respect to the matter described above.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Contact: Ron MacDonald, Chief Executive Officer
Telephone: 604.366.5918

Item 9 Date of Report

June 7, 2021



Zinc8 Energy Solutions Announces Settlement Agreement

Vancouver, British Columbia, Canada – June 7, 2021 Zinc8 Energy Solutions Inc. (“**Zinc8**” or the “**Company**”) (CSE: ZAIR) announces that it agreed to issue 116,279 common shares (the “**Shares**”) pursuant to a settlement and release agreement (the “**Settlement Agreement**”).

The parties have been involved in litigation regarding the claim by Market One Media Group Inc. (“Market One”) for payment under a contract from 2019. On June 1, 2021, the Company entered into the Settlement Agreement whereby Market One has agreed to release the Company from all claims in consideration for, among other things, the issuance of 116,279 Shares of the Company.

The securities being issued are subject to a 4 month and a day hold period.

About Zinc8 Energy Solutions Inc.

Zinc8 has assembled an experienced team to execute the development and commercialization of a dependable low-cost zinc-air battery. This mass storage system offers both environmental and efficiency benefits. Zinc8 strives to meet the growing need for secure and reliable power. To learn more about Zinc8’s technology, please visit: www.zinc8energy.com

Neither the CSE nor any Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

For more information please contact:

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