

**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

May 27, 2022

Item 3 News Release

The news release was disseminated on May 27, 2022 through ACCESSWIRE.

Item 4 Summary of Material Change

The Company announced it has granted an aggregate of 6,150,000 restricted share units ("RSUs") of the Company to certain directors, officers and employees pursuant to the Company's Long-Term Incentive Plan which was approved by the shareholders on December 17, 2021 and issued RSU grant agreements with each holder.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has granted an aggregate of 6,150,000 RSUs of the Company to certain directors, officers and employees pursuant to the Company's Long-Term Incentive Plan which was approved by the shareholders on December 17, 2021 and issued RSU grant agreements with each holder. The RSUs will vest, subject to a deferral right, as to 25% every three months commencing on the date of grant being May 27, 2022. The holder can defer any vesting date at their option, on five days prior written notice to the Company and in accordance with the terms of the RSU grant notice, to the earlier of the date of a change of control of the Company and the date the holder ceases to provide services to the Company and to be an eligible participant.

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

May 30, 2022