

**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**

January 5, 2023

**Item 3 News Release**

The news release was disseminated on January 11, 2023 through ACCESSWIRE.

**Item 4 Summary of Material Change**

The Company announced that it is receiving advisory services and up to \$500,000 in funding from the National Research Council of Canada Industrial Research Assistance Program (NRC IRAP).

The Company further announced that, with respect to employee support and engagement activities, the Company granted an aggregate of 800,000 restricted share units (RSUs) to certain key executive and non-executive employees in accordance with the Company's Long Term Incentive Plan (LTIP).

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

The Company announced that it is receiving advisory services and up to \$500,000 in funding from the National Research Council of Canada Industrial Research Assistance Program (NRC IRAP) to support a two year research and development (R&D) project titled, "Improvement of subcomponent efficiencies of the Zinc-air battery system". This support comes in addition to an ongoing 6-month project on techno-economic assessment and competitive landscape analysis of the flow-battery technology, where NRC IRAP is providing Zinc8 with up to \$75,000 in R&D funding.

The Company further announced that, with respect to employee support and engagement activities, the Company granted an aggregate of 800,000 restricted share units (RSUs) to certain key executive and non-executive employees in accordance with the Company's Long Term Incentive Plan (LTIP). The RSUs vest in stages as follows: 400,000 RSUs vest in stages with 25% vesting on January 5, 2023, 25% vesting on April 5, 2023, 25% vesting on July 5, 2023, and 25% vesting on October 5, 2023; 400,000 RSUs vest as to 86,250 on June 5, 2023, and the balance of 313,750 vesting on or before June 4, 2025, based upon the achievement of certain performance-based milestones. All the RSUs are subject to a deferral right whereby 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. The RSUs and underlying common shares are subject to a hold period of four months and one day from the date of grant in accordance with the policies of the Canadian Securities Exchange. A copy of the LTIP is available under the Company's profile on SEDAR.

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**

January 12, 2023