

**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 10, 2023 and May 13, 2023

Item 3 News Release

The news releases were disseminated on May 11, 2023 and May 15, 2023 through ACCESSWIRE.

Item 4 Summary of Material Change

On May 11, 2023, the Company announced that Mr. Bernard Pinsky has resigned as Director of the Company.

On May 15, 2023, the Company announced that Mr. Storm Boswick has resigned as a Director of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On May 11, 2023, the Company announced that Mr. Bernard Pinsky has resigned as Director of the Company. The Board of the Company thanks Mr. Pinsky for his insight and experience in helping move the Company towards commercialization and wish him well in his future endeavors.

On May 15, 2023, the Company announced that Mr. Storm Boswick has resigned as a Director of the Company to pursue other endeavours. The Board of the Company thanks Mr. Boswick for his tenure and wishes him well in his future.

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 18, 2023