

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

InZinc Mining Ltd. (the “**Company**” or “**InZinc**”)
912 - 510 West Hastings Street
Vancouver, B.C. V6B 1L8

Item 2 Date of Material Change

October 17, 2016

Item 3 News Release

A news release dated October 18, 2016 was disseminated to the TSX Venture Exchange and through various other approved public media and filed on SEDAR with applicable securities commissions.

Item 4 Summary of Material Change(s)

The Company announced that, subject to TSX Venture Exchange (“**TSXV**”) acceptance, it has signed an option agreement (the “**Option Agreement**”) with Pac Shield Resources Inc. (“**PSR**”), a private British Columbia company in which Kerry Curtis, a director and the Chairman and the interim Chief Executive Officer of the Company, is a director and holds a controlling interest, to acquire a 100% interest in the Indy zinc project (“**Indy project**”) located in central British Columbia. The Indy project hosts extensive, under explored, near surface zinc mineralization at the Tex Zone, and numerous large, untested soil geochemical anomalies.

Pursuant to the terms of the Option Agreement, the Company can exercise the option by making staged cash payments totaling \$305,000, issuing an aggregate of 2,100,000 shares and completing work commitments of \$2,600,000. In addition, a \$500,000 cash payment and issuance of 500,000 shares of the Company will be made to PSR if the Company files a technical report establishing a 500,000,000 pound zinc resource on the Indy project. A further \$500,000 cash payment will be made to PSR should the Company file a technical report establishing a 750,000,000 pound zinc resource on the Indy project. The Indy project is subject to a 1.5% net smelter return royalty (“**NSR**”) held by Kerry Curtis and a 1.0% NSR held by PSR (the “**PSR NSR**”) which the Company has the right to purchase from PSR for \$1,500,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that, subject to TSXV acceptance, it has signed an Option Agreement with PSR, a private British Columbia company, to acquire a 100% interest in the Indy Project located in central British Columbia. The Indy project hosts extensive, under explored, near surface zinc mineralization at the Tex Zone, and numerous large, untested soil geochemical anomalies.

The Indy project is a well located, high potential zinc project that complements the Company's large and advanced flagship West Desert project in Utah where a Preliminary Economic Assessment (2014) concluded low cost, bulk underground mining and conventional processing can produce clean, high quality concentrates at mid-tier levels of zinc production. The West Desert resources are also open for expansion and are being prepared for drilling as part of prefeasibility.

Indy Highlights

- Ground access, 55 km from major highway, 70 km from trans-continental rail
- Last comprehensive exploration by majors 26 years ago
- 450 m long mineralized Tex Zone outlined by shallow, wide-spaced historical drill holes
- Tex Zone drill intersections range from 1.5 m to 19.7 m widths, grading from 1.9% to 8.9% zinc, from 1.0 g/t to 55.6 g/t silver and from 0.04% to 2.4% lead
- All mineralized Tex Zone intersections estimated within 100 m of surface
- Tex Zone open for expansion on strike, at depth and is a priority drill target
- Surface zinc oxides grading 45.5% zinc and 7.9 g/t silver in recent grab samples
- Multiple, large soil geochemical anomalies over 6.5 km strike offer potential for additional discoveries
- Four styles of zinc mineralization are widespread and only partially explored
- Ground work and additional soil sampling are planned to prepare the project for drilling in 2017

The Indy project consists of seven mineral claims (2111.6 hectares) located approximately 100 kilometres south of the city of Prince George, British Columbia. The area covers 9.8 kilometres of deformed sedimentary rocks spanning the Cambrian to Lower Mississippian; a geological period known to produce most of the major western Canadian zinc deposits.

Zinc in Near Surface Drill Intersections

The Indy project was last explored by major mining companies between 1980 and 1990. Six shallow, wide-spaced diamond drill holes in 1989-90 targeted a portion of a high contrast soil anomaly (Anomaly B). All six holes intersected mineralization at estimated vertical depths less than 100 metres, outlining the 450 metre long mineralized Tex Zone.

Tex Zone – Highlights of Historical Diamond Drilling (1989-90)

Hole ID	Interval (m)*	Zn (%)	Pb (%)	Ag (g/t)
89-1**	6.90	2.94	0.11	2.20
89-1**	3.00	3.18	1.03	4.40
89-2	1.53	8.87	2.38	55.56
89-3	5.00	4.79	1.01	5.67
89-4**	3.05	1.86	0.04	1.00
90-1	19.7	4.10	0.52	3.12

*True width unknown. **Core recovery less than 50%.

Descriptions of the mineralized drill intersections (from previous operators) include the minerals sphalerite, galena and barite in fractures and breccias hosted in dolostone, all of which are common constituents of Mississippi Valley Type (MVT) style or low temperature Carbonate Replacement Deposit (CRD) zinc mineralization.

Large, Untested Soil Geochemical Anomalies

Historical exploration at the Indy project utilized soil geochemistry and led to the successful discovery of the Tex Zone mineralization. The Indy project includes compiled digital data from over 2,100 historical and recent soil geochemical samples from across 7.5 kilometres of the property. These samples outline several large multi-element (zinc-lead-barium-silver) soil geochemical anomalies occurring across a 6.5 kilometre length of the property. The following four geochemical anomalies cover a large area across a linear trend over moderate terrain: Anomaly A (600 m by 350 m); Anomaly B (Tex Zone) (700 m by 150 m); Anomaly C (700 m by 200 m); and Anomaly D (800 m by 400 m). Several of these anomalies have not been explored or remain only partially explored. This includes the high contrast soil signal from Anomaly B, which was partially explored by drilling in 1989-90 and led to the discovery of the Tex Zone (see drill results above).

Developing Exploration Targets

Four types of zinc mineralization (including MVT or low temperature CRD style) are documented on Indy. The variety of zinc mineralization, respective host rocks and the widespread distribution of these occurrences across Indy may be suggestive of a larger mineralizing event and may provide new opportunities and target areas. Additional soil sampling, prospecting and geological mapping are required on all anomalies and mineral occurrences to improve the resolution of exploration data prior to drill target selection.

Option Agreement

Pursuant to the Option Agreement, the Company has the option to earn a 100% interest in the Indy project over a five year period by making staged cash payments totaling \$305,000, (including \$30,000 upon TSXV acceptance), issuing an aggregate of 2,100,000 shares (including 200,000 upon TSXV acceptance) and completing work commitments of \$2,600,000 (\$75,000 in the first year). In addition, a \$500,000 cash payment and issuance of 500,000 shares of the Company will be made to PSR if the Company files a technical report establishing a 500,000,000 pound zinc resource on the Indy project. A further \$500,000 cash payment will be made to PSR should the Company file a technical report establishing a 750,000,000 pound zinc resource on the Indy project. The Indy project is subject to a 1.0% NSR held by PSR and a 1.5% NSR held by Kerry Curtis, a director, Chairman of the Board and the interim Chief Executive Officer of the Company, and a director and the controlling shareholder of PSR. On exercise of the option and prior to completion of a feasibility study on the Indy project, the Company has the right to purchase the PSR NSR for \$1,500,000.

The transactions contemplated by the Option Agreement constitute a related party transaction under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("**MI 61-101**") as Mr. Kerry Curtis is a director and holds a controlling interest in PSR. The transaction is exempt from the formal valuation and minority approval requirements under MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that the transaction has a fair market value of less than 25% of the Company's market capitalization.

As a result of the Company earning a 100% interest in the Indy project and filing a technical report establishing a 500,000,000 pound zinc resource on the Indy project, PSR and Mr. Curtis

will increase their shareholdings in the Company from 3,175,000 common shares (approximately 4.4% of the issued and outstanding common shares) to 5,775,000 common shares (which would represent approximately 7.7% of the issued and outstanding common shares of the Company), assuming that no additional common shares of InZinc are issued prior to such option exercise.

The Option Agreement was unanimously approved by the board of directors of the Company on October 17, 2016 with Mr. Curtis declaring his interest therein and abstaining from voting on the resolutions approving the Option Agreement. The Company will send a copy of this material change report in respect of this Option Agreement to any securityholder of the Company upon request and without charge.

This material change report is being filed less than 21 days prior to the closing of the transactions contemplated by the Option Agreement. The shorter period was necessary in order to permit the Company to complete the Option Agreement in a timeframe consistent with usual market practice for transactions of this nature.

Kerry M. Curtis, P.Geo. a Qualified Person as defined in National Instrument 43-101, has approved the technical content of the news release announcing the Option Agreement and this material change report. The technical content contained in the news release and this material change report is based in part on historical reports. The historical reports pre-date National Instrument 43-101 reporting requirements and the Company cannot verify the content of the historical reports and is not responsible for the accuracy of the content of the historical reports.

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

Kerry Curtis, Chairman, and Interim Chief Executive Officer
Tel: 604-687-7211

Item 9 Date of Report

October 25, 2016