

## RIGHTS OFFERING NOTICE

### ZINC ONE RESOURCES INC.

Notice to Security Holder – June 28, 2019

The purpose of this notice is to advise holders of common shares of Zinc One Resources Inc. (“**Zinc One**”) of a proposed offering of rights (“**Rights**”) of Zinc One (the “**Rights Offering**”).

References in this notice to “we”, “our”, “us” and similar terms are to Zinc One. References in this notice to “you”, “your” and similar terms are to holders of common shares of Zinc One (the “**Common Shares**”).

**We currently have sufficient working capital to last less than one month. If we complete 100% of the offering, we will have insufficient working capital to meet our ongoing obligations over the next twelve months.**

#### 1. Who can participate in the rights offering?

We are issuing to the holders (the “**Shareholders**”) of our outstanding Common Shares of record at the close of business (2:00 p.m. Vancouver time) on July 8, 2019 (the “**Record Date**”) rights to subscribe for Common Shares on the terms described in our rights offering circular dated June 28, 2019 (the “**Circular**”). Each holder of Common Shares of record at the close of business on the Record Date who is resident in an Eligible Jurisdiction (as defined below) may participate in the Rights Offering.

#### 2. Who is eligible to receive rights?

The offer of these securities is made in (i) all provinces and territories of Canada except Quebec, (ii) in each state in the United States, except Arizona, Arkansas, California, Minnesota, Ohio and Wisconsin, and (ii) in all jurisdictions outside Canada and the United States excluding any jurisdiction that does not provide a prospectus exemption substantially similar to the exemption provided in Canada or that otherwise requires obtaining any approvals of a regulatory authority in the such jurisdiction or the filing of any document by the Company in the such jurisdiction in connection with this Rights Offering (collectively, the “**Eligible Jurisdictions**”). In addition, the Rights Offering is not being made in jurisdictions where the Company is not eligible to make such offer.

This notice is not to be construed as an offering of the Rights, nor are the Common Shares (defined below) issuable upon exercise of the Rights offered for sale in any jurisdiction outside the Eligible Jurisdictions or to shareholders who are residents of any jurisdiction other than the Eligible Jurisdictions (“**Ineligible Holders**”).

#### 3. How many rights are we offering?

We are offering a total of 122,443,942 Rights to Shareholders.

#### 4. How many rights will you receive?

We are offering each Shareholder one Right for every one (1) Common Share held as of the Record Date. No fractional Rights will be issued. The holder’s entitlement will be reduced to the next lowest whole number of Rights.

## 5. What does one right entitle you to receive?

Each Right entitles a Shareholder to purchase one (1) Common Share of Zinc One at a subscription price of \$0.02 per Common Share (the “**Basic Subscription Privilege**”) until 2:00 p.m. (Vancouver time) (the “**Expiry Time**”) on August 7, 2019 (the “**Expiry Date**”).

Any Shareholder who exercises all of their Rights under the Basic Subscription Privilege will also have the additional privilege of subscribing, pro rata, for additional Common Shares at the subscription price (the “**Additional Subscription Privilege**”). The Common Shares available under the Additional Subscription Privilege will be those Shares issuable in the Rights Offering that have not been subscribed and paid for under the Basic Subscription Privilege by the Expiry Time on the Expiry Date.

Any Shareholder who exercises their Rights must enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc.

## 6. How will you receive your rights?

**Registered Shareholders** – If you are a Registered Shareholder, a certificate (a “**Rights Certificate**”) representing the total number of Rights that you are entitled to as of the Record Date is enclosed with this notice.

**Beneficial Shareholders** – You are a Beneficial Shareholder of Common Shares if you hold your shares through a securities broker or dealer, bank or trust company or other participant (a “**Participant**”) in the book-based system administered by CDS Clearing and Depository Services Inc. (“**CDS**”). The total number of Rights to which all Beneficial Shareholders as of the Record Date are entitled will be issued to and deposited with CDS following the Record Date. If you are a beneficial Shareholder, we expect you will receive a confirmation of the number of Rights issued to you from the applicable Participant in accordance with the practices and procedures of that Participant. CDS will be responsible for establishing and maintaining book-entry accounts for Participants holding Rights.

## 7. When and how can you exercise your rights?

If you are a Registered Shareholder who receives a Rights Certificate, you must complete and deliver your Rights Certificate on or before the Expiry Time on the Expiry Date in accordance with the instructions in the Circular, a copy of which can be obtained on Zinc One’s profile at [www.sedar.com](http://www.sedar.com).

If you are a Beneficial Shareholder, you must arrange exercises, transfers or purchases of Rights through your Participant on or before the Expiry Time on the Expiry Date or such earlier time as required by your Participant. We expect that each Beneficial Shareholder will receive a customer confirmation of issuance or purchase, as applicable, from their Participant through which the Rights are issued in accordance with the practices and policies of such Participant.

**8. What are the next steps?**

This notice contains key information that you should know about Zinc One. You can find more details in our rights offering circular, a copy of which can be obtained on Zinc One's profile at [www.SEDAR.com](http://www.SEDAR.com) or at [www.zincone.com](http://www.zincone.com), or you can ask your dealer representative for a copy, or contact Gunther Roehlig at 604-683-0911 or [info@zincone.com](mailto:info@zincone.com). You should read the rights offering circular, along with Zinc One's continuous disclosure record, to make an informed decision.

ZINC ONE RESOURCES INC.

*/s/ Gunther Roehlig*

Interim Chief Executive Officer

Dated June 28, 2019