

## FORM 51-102F3

### Material Change Report

#### ITEM 1. NAME AND ADDRESS OF COMPANY

Fireweed Zinc Ltd.  
1020-800 West Pender Street  
Vancouver, British Columbia V6C 2V6  
(the “Company”)

#### ITEM 2. DATE OF MATERIAL CHANGE

November 15, 2018

#### ITEM 3. NEWS RELEASE

A news release announcing the material change was published on November 6, 2018. November 13, 2018 and November 15, 2018 for distribution through Globe Newswire and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

#### ITEM 4. SUMMARY OF MATERIAL CHANGE

On November 6, 2018 the Company announced that it has signed a purchase agreement with Teck Metals Ltd., a subsidiary of Teck Resources Limited, to acquire the Nidd Property on the western extension of the Macmillan Pass Zinc Project in Yukon, Canada. On November 13, 2018 the Company announced further drill results from its 2018 drill program on the Macmillan Pass Project in Yukon, Canada. On November 15, 2018 the company announced the results from its first drill hole at the End Zone on the Macmillan Pass Project in Yukon, Canada.

#### ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

November 6, 2018 - *Highlights*

- Nidd hosts established zinc mineralization in the Boundary Zone where historic drilling included intersections of 224.0 meters of 2.5% zinc and 0.3% Pb including 4.5 meters of 16.4% zinc\* demonstrating potential for both bulk tonnage open pit and high-grade underground mineralization
- With the acquisition of Nidd, Fireweed now owns all four known large zinc mineralized systems in the region – Tom, Jason, Boundary Zone and End Zone – as well as many other zinc exploration targets including the entire highly prospective “fertile corridor” of exploration targets extending from Tom to the Boundary Zone and beyond (see attached map)
- The Nidd Property covers 7,393 hectares in 372 mineral claims which expands Fireweed’s claim holdings in the district to 544 square kilometers

- Previous work by Teck at Nidd included 35 drill holes (see table below) as well as extensive geochemical and geophysical surveys which outlined additional exploration targets

### **Nidd Property Technical Details**

The Nidd Property covers the western extension of the mineralized “fertile corridor” that is host to all four of the known large zinc mineralized systems in the Macmillan Pass Zinc District – Tom, Jason, End Zone and Nidd/Boundary Zone (see attached map). This “fertile corridor” traces critical stratigraphic rock units, structural features and exploration targets from east of the Tom Deposit to west of the Boundary Zone over a length of at least 25 kilometres. Access to the Boundary Zone area is via an old exploration road from Jason.

The following detailed information for the Nidd Property is mainly taken from public reports filed by Teck. The Nidd Property was originally staked in 1976 by Cominco Ltd. (now Teck). Total historic expenditures on the property exceed \$5 million and include 35 core drill holes, trenching, soil geochemical surveys and geophysical surveys including horizontal loop electromagnetics, VLF electromagnetics, magnetics, induced polarization and a small gravity survey.

The most significant mineralization found to date on the property is the Boundary Zone where 24 historic core holes were drilled. Known mineralization is spread over an area two kilometres long and 200 to 800 metres wide with drilled mineralization in a central area 300 metres long and a true thicknesses of up to 285 metres of over 2% zinc\* (see attached table with historic drill results). The zone remains open to depth and along trend for further exploration. The Boundary mineralization consists of sphalerite-siderite-pyrite and minor galena in veins, stockworks, interstitial disseminations, and as replacement of matrix and clasts within diamictites and chert pebble conglomerates. The Boundary Zone is located adjacent to a major synsedimentary structure and contains large volumes of boulder diamictites indicating that the area underwent active tectonic extension during the formation of the basin, a similar setting to the Tom and Jason areas. The Boundary Zone area is part of a distinct sub-basin that contains significant volumes of strongly siderite altered basaltic pyroclastics and lava flows within the same Earn Group formation that hosts the Tom and Jason deposits. The presence of synsedimentary faulting, a distinct sub-basin, volcanic rocks, abundant zinc mineralization, and strong alteration indicate the area is host to a robust zinc mineralizing system.

Other exploration targets at Nidd include the Eleven Anomaly area (see attached map for location) where a large 400 meter by 500 meter zinc soil anomaly was tested by two initial drill holes, one of which encountered significant pyrite mineralization. Exploration plans to further investigate the area were never carried out.

### **Terms of the Nidd Purchase Agreement**

Fireweed is acquiring 100% in the Nidd mineral (quartz) claims under the following terms:

- Purchase price of 1,500,000 Fireweed shares (one year lock up during which Teck can not sell the shares)
- Teck to retain a 1% Net Smelter Return royalty on future production from the Nidd property

- Teck to have a right of first offer to purchase from Fireweed, future production concentrates from the Nidd Property

The purchase agreement is subject to approval by the TSX Venture Exchange.

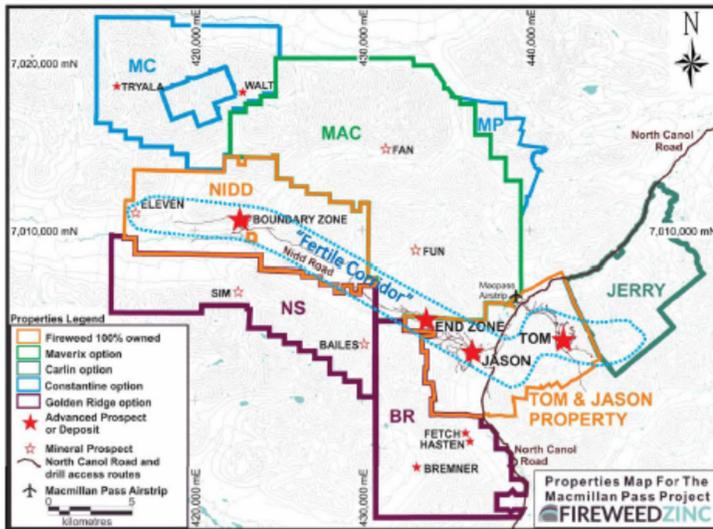


TABLE 1 HISTORIC BOUNDARY ZONE (NIDD) MINERALIZED DRILL INTERSECTION HIGHLIGHTS *					
DRILL HOLE	FROM (m)	TO (m)	INTERVAL (m)	Zn %	Pb%
NB 82-1	121.5	133.0	11.5	5.1	
includes	129.2	130.7	1.5	13.9	
	161.4	170.2	8.8	6.0	
	206.4	209.1	2.7	8.0	
NB 82-2	201.2	212.8	11.6	4.4	
NB 83-5	110.0	122.0	12.0	3.3	
	143.0	147.5	4.5	5.8	
NB 83-7	290.0	301.0	11.0	4.1	
includes	294.5	301.0	6.5	5.9	
NB 83-8	99.5	323.5	<b>224.0</b>	<b>2.7</b>	<b>0.3</b>
includes	110.0	234.5	124.5	3.4	0.2
includes	132.5	143.0	<b>10.5</b>	<b>9.9</b>	
includes	197.0	201.5	<b>4.5</b>	<b>16.4</b>	
includes	317.0	323.5	6.5	8.2	0.7
NB 84 - 10	207.8	248.0	40.2	2.3	
	248.0	533.8	<b>285.8</b>	<b>2.3</b>	<b>0.2</b>
includes	264.0	268.0	4.0	5.4	
includes	272.5	283.0	10.5	7.0	
includes	275.5	280.0	4.5	11.1	
includes	313.5	321.3	7.8	6.2	
includes	316.8	320.3	3.5	10.2	
includes	366.5	370.6	<b>4.1</b>	<b>20.7</b>	0.4
	505.9	533.8	27.9	3.7	0.9
NB 89 - 14	84.5	148.2	63.7	2.0	
	221.0	222.8	1.8	28.3	
	227.8	229.6	1.8	12.3	
	252.3	254.8	<b>2.5</b>	<b>28.3</b>	<b>0.4</b>
NB 90 - 19	130.6	139.9	9.3	10.7	0.9
includes	131.7	138.4	<b>6.7</b>	<b>15.3</b>	<b>1.2</b>
NB 90 - 20	101.0	185.5	<b>84.5</b>	<b>2.8</b>	<b>0.2</b>
includes	175.5	185.5	10.0	5.4	1.5
	207.5	215.0	7.5	4.0	3.1
NB 91 - 24A	96.0	125.5	29.5	3.2	
includes	113.5	121.0	7.5	7.1	
	202.5	218.5	16.0	3.8	
includes	209.5	217.0	7.5	7.0	
NB 90 - 25	50.5	178.0	127.5	1.8	0.1
includes	134.0	178.0	44.0	2.3	0.1
NB 90 - 26	117.0	395.0	<b>278.0</b>	<b>2.0</b>	
includes	117.0	124.5	<b>7.5</b>	<b>9.2</b>	
includes	147.5	152.0	<b>4.5</b>	<b>10.6</b>	
includes	189.5	195.5	<b>6.0</b>	<b>15.4</b>	

November 13, 2018 – *Highlights*

- Hole TS18-012 intersected 8.43% Zinc, 3.23% Lead and 35 g/t Silver over 28.22 metres (true width) in a hole drilled on the southern end of the Tom West Zone
- Hole TS18-014 intersected 7.99% Zinc, 13.26% Lead and 166 g/t Silver over 12.41 metres (true width) in a hole drilled on the southern end of the Tom West Zone
- Additional drilling has been completed and assays are pending from the End Zone New drill results are as follows:

TOM WEST DRILL RESULTS							
Hole No.	From (metres)	To (metres)	Interval (metres)	Estimated True Width (metres)	Zinc (%)	Lead (%)	Silver (g/t)
TS18-012	228.80	278.00	49.20	28.22	8.43	3.23	35
Including	264.00	277.00	13.00	7.46	13.51	6.26	110
TS18-013	Exploration hole on geophysical target. No zone intersected.						
TS18-014	142.30	158.50	16.20	12.41	7.99	13.26	166
Including	146.50	157.60	11.10	8.50	9.75	17.41	222
Including	146.50	149.50	3.00	2.30	23.76	8.38	150
Including	151.50	155.50	4.00	3.06	2.78	27.59	311

Drill hole TS18-012 was drilled in the Tom West Zone and intersected both laminated sphalerite-galenabarite mineralization and high grade feeder proximal mineralization with massive galena, sphalerite, pyrite, and pyrrhotite.

Drill hole TS18-013 was an exploration hole drilled between Tom East and Tom Southeast targeting a geophysical anomaly on a possible extension to the Tom East horizon. This hole did not intersect the mineralized horizon.

Drill hole TS18-014 was drilled in the Tom West Zone approximately 30m south of hole TS18-012 and intersected both massive and laminated sulphide similar to hole TS18-012.

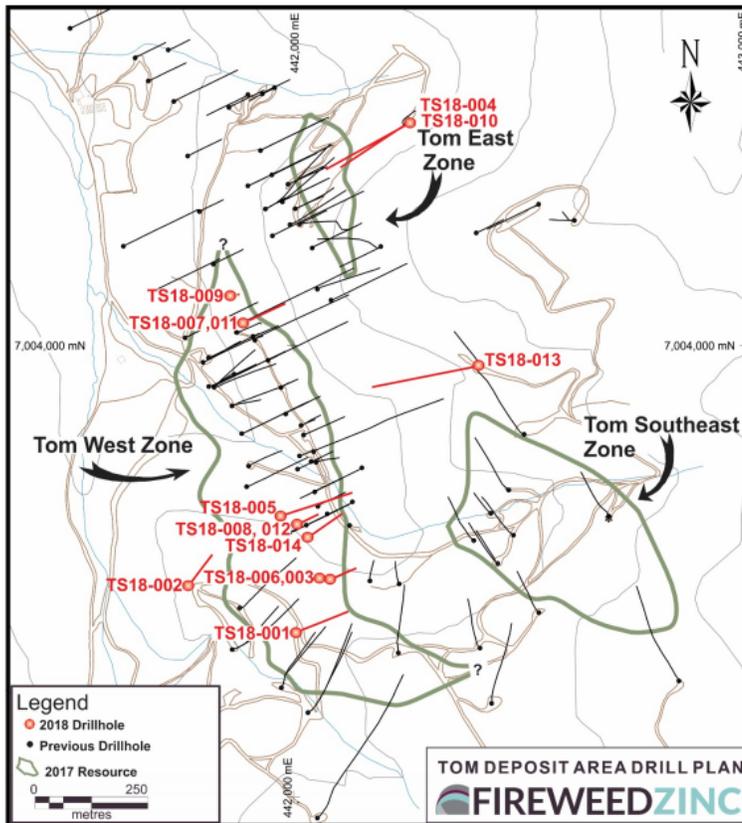
Drill holes TS18-012 and 014 were drilled in an area that was previously drilled in 1970 from underground exploration drifts using small diameter core (30.1 mm AX) with significant intervals of core loss and poor recovery resulting in unrepresentative low grade results. Modern triple-split tube drilling in 2018 ensured that recoveries were excellent within the reported intersections: 86.8% and 98.5% average recovery in holes TS18-012 and TS18-014, respectively.

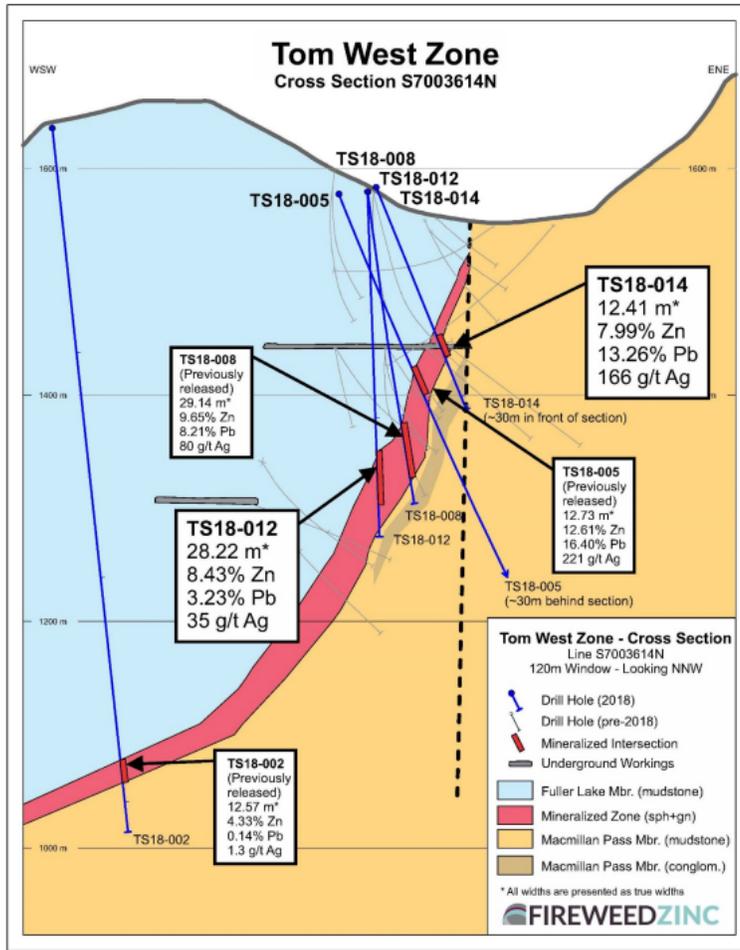
Assay results from additional drill holes at the End Zone are still pending (see table below).

*Notes on sampling and assaying:*

The drill core logging and sampling program is carried out under a rigorous quality assurance / quality control program using industry best practices. Drill intersections are all HQ3 (split tube) size core (61.1mm / 2.4-inch diameter) with recoveries typically above 85%. After drilling, the core is logged for geology, structure and geotechnical characteristics, marked for sampling, and photographed on site. The cores for analyses are marked for sampling based on geological intervals with individual samples 1.5 metres or less in length. The core is cut in half lengthwise with a rock saw at the core facility on site, with half-core samples bagged and sent by reliable transport to the laboratory, and the other half-cores are stored on

site for future reference. Intersections selected for metallurgical testing are cut in half with a rock saw and then quartered; one quartered core is archived on site, one quartered core is sent for assay, and the half-core is sent for metallurgical testing. A total of 5% assay standards and 5% blanks are inserted into every sample shipment as a quality control measure and, after analyses were received, were found to be acceptable. Samples are sent to the Bureau Veritas (formerly Acme Labs) preparation laboratory in Whitehorse, Yukon where the samples are crushed and pulverized to 85% passing 200 mesh size pulps. A 250-gram split of each pulp is then sent to the Bureau Veritas laboratory in Vancouver, B.C. and analyzed by 1:1:1 Aqua Regia digestion followed by Inductively Coupled Plasma Mass Spectrometry (ICP-ESI/ICP-MS) multi-element analyses (BV Code AQ270). All samples are also analyzed by lithium borate fusion and X-ray fluorescence analysis (XRF) finish (BV Code LF725). Over-limit Pb (>25.0%) and Zn (>24.0%) were analyzed by lithium borate fusion with XRF finish (BV Code LF726). Silver is reported in this news release by method AQ270, and zinc and lead are reported by LF725 or LF726. Bureau Veritas (Vancouver) is an independent, international ISO/IEC 17025:2005 accredited laboratory.





Appendix to Fireweed Zinc news release dated November 2018.

Macmillan Pass 2018 Drilling Summary			
Hole No.	Zone	Drill Target	Results
TS18-001	Tom West	Step out hole at south end of Tom West Zone	No zone intersected. Intersected fault where zone was projected*.
TS18-002	Tom West	Step out hole at south end of Tom West Zone	Assays reported in earlier news release on October 10, 2018
TS18-003	Tom West	Step out hole at south end of Tom West Zone	Assays reported in earlier news release on October 10, 2018
TS18-004	Tom East	Step out hole below Tom East Zone	Assays reported in earlier news release on September 20, 2018
TS18-005	Tom West	Tom West infill to test zone of historic poor recover	Assays reported in earlier news release on October 10, 2018
TS18-006	Tom West	Step out hole at south end of Tom West Zone	No zone intersected. Intersected fault where zone was projected*.
TS18-007	Tom West	Infill hole at north end of Tom West Zone.	Assays reported in earlier news release on October 10, 2018
TS18-008	Tom West	Tom West infill to test zone of historic poor recover	Assays reported in earlier news release on October 10, 2018
TS18-009	Tom West	Step out hole at north end of Tom West Zone.	No significant intersection. Intersected fault where zone was projected.
TS18-010	Tom East	Infill hole in Tom East Zone	Assays reported in earlier news release on October 31, 2018
TS18-011	Tom West	Infill hole at north end of Tom West Zone.	Assays reported in earlier news release on October 31, 2018
TS18-012	Tom West	Tom West infill to test zone of historic poor recover	Assays reported this release
TS18-013	Tom area exploration target	Test of exploration target east of Tom West Zone	No significant intersection
TS18-014	Tom West	Infill hole at south end of Tom West Zone	Assays reported this release
JS18-001	Jason South	Step out hole up-dip of Jason South	No zone intersected. Drill hole passed between two projected zones in a fault
EZ18-001	End Zone	Infill hole to confirm historic drill results.	Zone intersected. Samples submitted to laboratory. Assays pending.
EZ18-002	End Zone	Step out hole to extend End Zone.	Zone intersected. Samples submitted to laboratory. Assays pending.
EZ18-003	End Zone	Step out hole to extend End Zone.	Zone intersected. Samples submitted to laboratory. Assays pending.
EZ18-004	End Zone	Step out hole to extend End Zone.	Zone intersected. Samples submitted to laboratory. Assays pending.
EZ18-005	End Zone area exploration target	Test of exploration target 200m west of End Zone	No significant intersection
Notes:			
* A historic 1990 drill hole intersected a wide section of the Tom West Zone (14.1% Zn across 14.6m) on the other side of this fault at depth (see www.FireweedZinc.com, Presentation, Slide 17).			
These 2018 drillholes will allow precise location of this fault in planning future drilling of the Tom West Zone on the other side of this fault.			

November 15, 2018 – *Highlights*

- Hole EZ18-001 intersected 4.56% Zinc, 17.43% Lead and 145 g/t Silver over 8.6 metres (true width) in a hole drilled in the middle of the End Zone mineralization.
- End Zone was discovered and saw limited drilling in 1979-81 and 1991. This new hole EZ18-001 is the first drill hole in the area since 1991 and confirms the high-grade nature of the mineralization at End Zone.
- Additional drilling including step out holes have been completed and assays are pending

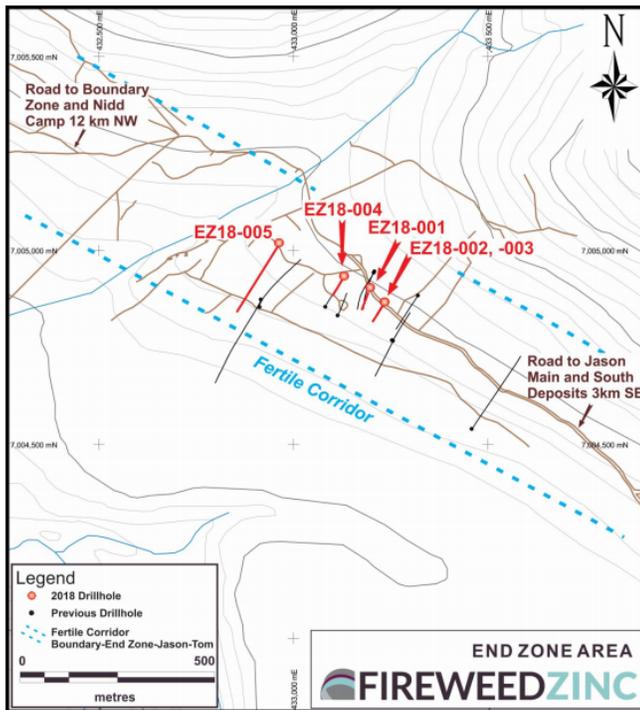
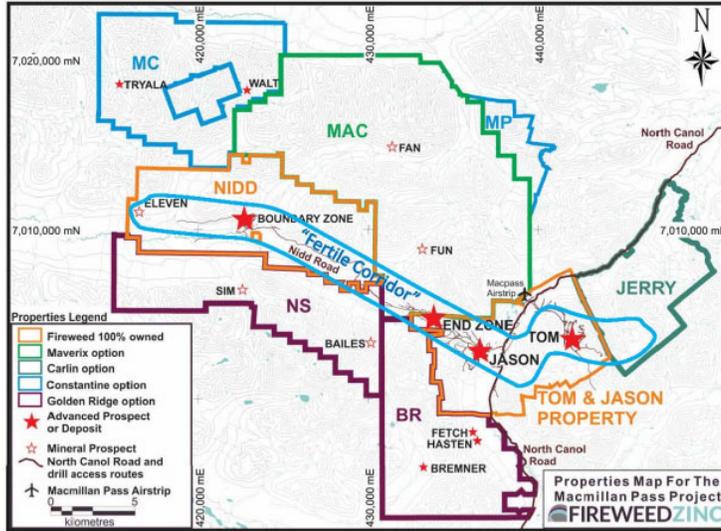
New drill results are as follows:

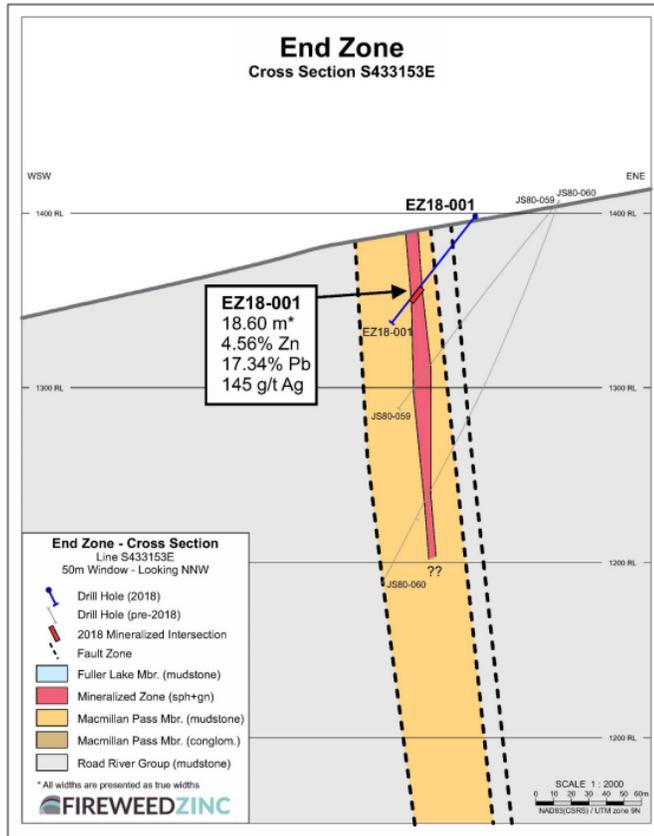
<b>END ZONE DRILL RESULTS</b>							
<b>Hole No.</b>	<b>From (metres)</b>	<b>To (metres)</b>	<b>Interval (metres)</b>	<b>Estimated True Width (metres)</b>	<b>Zinc (%)</b>	<b>Lead (%)</b>	<b>Silver (g/t)</b>
EZ18-001	51.87	64.03	12.16	8.60	4.56	17.34	145
Including	53.94	58.22	4.28	3.03	7.52	24.74	223

Drill hole EZ18-001 was drilled in the middle of the End Zone to confirm historic results and intersected massive, high grade, feeder proximal mineralization similar in nature to the high grade, feeder proximal mineralization intersected at the Tom East and Tom West zones drilled this year (see recent Fireweed news releases). Mineralization at the End Zone consists of massive galena, sphalerite, pyrite and pyrrhotite, and is located within the “Fertile Corridor”, a geologic trend of favourable host rocks which also host the large nearby Tom and Jason deposits as well as the Boundary zinc zone to the west (see map below). Assay results from additional drill holes at the End Zone are pending (see table below).

*Notes on sampling and assaying:*

The drill core logging and sampling program is carried out under a rigorous quality assurance / quality control program using industry best practices. Drill intersections in this release are all NQ3 (split tube) size core (45mm / 1.77-inch diameter) with recoveries typically above 85%. After drilling, the core is logged for geology, structure and geotechnical characteristics, marked for sampling, and photographed on site. The cores for analyses are marked for sampling based on geological intervals with individual samples 1.5 meters or less in length. The core is cut in half lengthwise with a rock saw at the core facility on site, with half-core samples bagged and sent by reliable transport to the laboratory, and the other halfcores are stored on site for future reference. A total of 5% assay standards and 5% blanks are inserted into every sample shipment as a quality control measure and, after analyses were received, were found to be acceptable. Samples are sent to the Bureau Veritas (formerly Acme Labs) preparation laboratory in Whitehorse, Yukon where the samples are crushed and pulverized to 85% passing 200 mesh size pulps. A 250-gram split of each pulp is then sent to the Bureau Veritas laboratory in Vancouver, B.C. and analyzed by 1:1:1 Aqua Regia digestion followed by Inductively Coupled Plasma Mass Spectrometry (ICPESI/ICP-MS) multi-element analyses (BV Code AQ270). All samples are also analyzed by lithium borate fusion and X-ray fluorescence analysis (XRF) finish (BV Code LF725). Over-limit Pb (>25.0%) and Zn (>24.0%) were analyzed by lithium borate fusion with XRF finish (BV Code LF726). Silver is reported in this news release by method AQ270, and zinc and lead are reported by LF725 or LF726. Bureau Veritas (Vancouver) is an independent, international ISO/IEC 17025:2005 accredited laboratory.





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TS18-004	Tom East	Step out hole below Tom East Zone	Assays reported in earlier news release on September 20, 2018
TS18-005	Tom West	Tom West infill to test zone of historic poor recovery	Assays reported in earlier news release on October 10, 2018
TS18-006	Tom West	Step out hole at south end of Tom West Zone	No zone intersected. Intersected fault where zone was projected*.
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TS18-011	Tom West	Infill hole at north end of Tom West Zone.	Assays reported in earlier news release on October 31, 2018
TS18-012	Tom West	Tom West infill to test zone of historic poor recovery	Assays reported in earlier news release on November, 13 2018
TS18-013	Tom area exploration target	Test of exploration target east of Tom West Zone	No significant intersection
TS18-014	Tom West	Infill hole at south end of Tom West Zone	Assays reported in earlier news release on November, 13 2018
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EZ18-004	End Zone	Step out hole to extend End Zone.	Zone intersected. Samples submitted to laboratory. Assays pending.
EZ18-005	End Zone area exploration target	Test of exploration target 200m west of End Zone	No significant intersection
Notes:			
* A historic 1990 drill hole intersected a wide section of the Tom West Zone (14.1% Zn across 14.6m) on the other side of this fault at depth (see www.FireweedZinc.com, Presentation, Slide 17).			
These 2018 drillholes will allow precise location of this fault in planning future drilling of the Tom West Zone on the other side of this fault.			

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable

**ITEM 7. OMITTED INFORMATION**

No information has been omitted on the basis that it is confidential information.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Brandon Macdonald, CEO, Director  
Telephone: 604 646 8361

**ITEM 9. DATE OF REPORT**

DATED at Vancouver, BC, this 15<sup>th</sup> day of November, 2018.