

**EARLY WARNING REPORT FILED PURSUANT TO PART 3 OF NATIONAL  
INSTRUMENT 62-103**

**Form 62-103F1**

***REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS***

**Item 1 – Security and Reporting Issuer**

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

This report relates to the acquisition of units (the “**Units**”) of ScoZinc Mining Ltd. (the “**Issuer**”). Each Unit consists of one common share (each, a “**Common Share**”) and one common share purchase warrant exercisable for two years from the date of closing at a price of \$0.55 per Common Share (each, a “**Warrant**”).

The registered head office of the Issuer is the following:

#15601 Highway 224  
Cooks Brook, Nova Scotia  
B0N 2H0

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

Wildville Enterprises Pty. Ltd. as Trustee for the McMullen Family Trust (“**Wildville**”) acquired Units of the Issuer pursuant to a non-brokered private placement (the “**Offering**”), the first tranche of which closed on August 20, 2019 (the “**First Tranche**”).

As a result of this purchase, the number of Common Shares Wildville beneficially owns, or exercises control or direction over of the Issuer on a partially diluted basis is greater than 10%.

**Item 2 – Identity of the Acquiror**

- 2.1 *State the name and address of the acquiror.*

Wildville Enterprises Pty. Ltd. as Trustee for the McMullen Family Trust  
43 Wingadee Street  
Coonamble, New South Wales, Australia  
2829

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On August 20, 2019, Wildville acquired 625,000 Units of the Issuer at a price of \$0.40 per Unit, for total gross aggregate consideration to the Issuer of \$250,000, sold pursuant to the First Tranche.

- 2.3 *State the names of any joint actors.*

N/A

**Item 3 – Interest in Securities of the Reporting Issuer**

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.*

Wildville acquired 625,000 Units of the Issuer at a price of \$0.40 per Unit, for total gross aggregate proceeds to the Issuer of \$250,000, sold pursuant to the First Tranche.

Immediately prior to the First Tranche, Wildville held directly or indirectly 402,000 Common Shares and 200,000 Warrants or approximately 8.3% of the then 7,251,461 issued and outstanding Common Shares on the partially diluted basis. Following the First Tranche, Wildville held 1,027,000 Common Shares and 825,000 Warrants (a total of 1,852,000 Common Shares) or approximately 20.7% of the total number of issued and outstanding Common Shares on a partially diluted basis.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.*

Wildville acquired 625,000 Units of the Issuer on August 20, 2019.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

N/A

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

See item 3.1.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

- (a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

See item 3.1.

- (b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

N/A

- (c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

N/A

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

N/A

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

*State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.*

N/A

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

N/A

#### **Item 4 – Consideration Paid**

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

See Item 3.1.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

Wildville acquired 625,000 Units of the Issuer, from treasury, for \$250,000.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

N/A

#### **Item 5 – Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.*

The Common Shares were acquired by Wildville for investment purposes, and depending on market and other conditions, Wildville may from time to time in the future increase or decrease its ownership, control or direction over securities of the Company, through market transactions, private agreements, or otherwise.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the*

*securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

N/A

**Item 7 – Change in material fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.*

N/A

**Item 8 – Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

N/A

**Item 9 – Certification**

The Acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the Acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

**Certificate**

The certificate must state the following:

I, as the Acquiror, certify, or I, as the agent filing this report on behalf of an Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: August 22, 2019

Per: *(signed) “Michael McMullen”*

---

Michael McMullen  
Director