

MEZZOTIN MINERALS INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Mezzotin Minerals Inc.
Suite 1600, 150 York Street
Toronto, Ontario M5H 3S5

2. Date(s) of Material Change(s)

December 30, 2015

3. News Release

Press release attached as Schedule A hereto was released through the facilities of the Marketwire disclosure network on December 30, 2015.

4. Summary of Material Change

On December 30, 2015, Mezzotin Minerals Inc. (the “Company”) entered into a royalty arrangement and loan transaction with Hong Kong-based Max Mind Investments Limited (“Max Mind”). Under the royalty arrangement, a wholly-owned Zimbabwean subsidiary of the Company has granted a Zimbabwean subsidiary of Max Mind the right to mine its Sabi Star project, covering approximately 2,348 hectares located on the Odzi Gold Belt in Eastern Zimbabwe, for tantalum and other minerals for an initial term of 5 years, subject to the right to renew for a further 5 year period, in consideration for a royalty equal to 20% of the pre-tax net profit realized from mining operations on the Sabi Star project.

Under the loan transaction, Max Mind has agreed to lend Mezzotin a total of US\$500,000 on an unsecured basis, of which US\$140,000 has been advanced to date, repayable with accrued interest at the LIBOR rate for overnight deposits from and at the time of the receipt of royalty payments under the royalty arrangement and any balance remaining on the 5 year anniversary of the first advance.

5. Full Description of the Material Changes

See press release attached as Schedule A hereto.

6. Reliance on Confidentiality Provisions of Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officers

The following executive officer of Mezzotin Minerals Inc. may be contacted for additional information:

Lawrence Schreiner
Chief Financial Officer
Mezzotin Minerals Inc.
Suite 1600, 150 York Street
Toronto, Ontario M5H 3S5

Tel: 416-464-3322

9. Date of Report

January 6, 2016

SCHEDULE "A"

MEZZOTIN MINERALS ANNOUNCES ROYALTY AND LOAN TRANSACTIONS

Toronto, Ontario – December 30, 2015 – Mezzotin Minerals Inc. (TSXV: MEZ) (“Mezzotin” or the “Company”) announced today that it has entered into a royalty arrangement and loan transaction with Hong Kong-based Max Mind Investments Limited (“Max Mind”), an arm’s length private investment company.

Under a tribute agreement between Mezzotin Investments (Private) Limited (“MIPL”), a wholly-owned Zimbabwean subsidiary of the Company, Max Mind Investments (Zimbabwe) (Private) Limited (“Max Mind Zimbabwe”), a Zimbabwean subsidiary of Max Mind, and Max Mind, MIPL has agreed to permit Max Mind Zimbabwe to mine its Sabi Star project, covering approximately 2,348 hectares located on the Odzi Gold Belt in Eastern Zimbabwe, for tantalum and other minerals. MIPL will receive a royalty equal to 20% of the pre-tax net profit realized by Max Mind Zimbabwe from mining operations on the Sabi Star project. The agreement has an initial term of 5 years and may be renewed by Max Mind Zimbabwe for a further 5 year term if then in compliance with the terms of the tribute agreement.

In conjunction with the tribute arrangement, Max Mind has agreed to lend Mezzotin US\$500,000, of which US\$140,000 has been advanced to date and three further advances of US\$110,000, US\$125,000 and US\$125,000 are required on the 3, 9 and 15 month anniversaries, respectively, of the date of the loan agreement. Interest will accrue on the loan amounts at the LIBOR rate for overnight deposits and is payable at the time and to the extent that royalty payments are received under the tribute arrangement, but otherwise not payable until maturity. The loan will mature and be repayable with accrued interest on the 5 year anniversary of the first advance. Mezzotin shall have the right to extend the maturity date for a further 2 years if mining operations have not yet commenced or have ceased under the tribute arrangement.

The transactions are subject to all necessary regulatory approvals.

Stock Option Plan

The Company also wishes to announce the adoption of a new 10% “rolling” stock option plan and the ratification of the plan at the Company’s annual and special meeting of shareholders held on August 20, 2015. Pursuant to the policies of the TSX Venture Exchange, the Company was required to adopt the new option plan, which is identical to the prior option plan of the Company, as the Company did not hold an annual shareholders meeting in 2014 causing the old plan to convert into a fixed option plan as it was not ratified by shareholders in 2014. At the time of conversion to a fixed plan, 4,897,910 common shares of the Company would have been issuable under that plan, the same number as now issuable under the new 10% “rolling” stock option plan. There were no stock options of the Company outstanding in 2014 to the present date.

About Mezzotin Minerals Inc.

Mezzotin Minerals Inc. is a junior exploration company listed on the TSX Venture Exchange in Canada. The Company is engaged in the exploration of mineral properties in Zimbabwe and holds exploration permits and mining claims known as the Sabi Star project covering approximately 2,348 hectares. The project is located in Eastern Zimbabwe approximately 150 kilometres from Harare, the capital of Zimbabwe, and approximately 250 kilometres from the border of South Africa. The project is located on the Odzi Gold Belt, a known mineralization belt having historically produced gold, copper, tin, tantalum, niobium and diamonds.

For additional information please contact:

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.