Mezzotin Minerals Inc.

Unaudited Condensed Interim Consolidated Financial Statements
For the Three Months ended March 31, 2018
(Expressed in Canadian Dollars)

Mezzotin Minerals Inc.

Unaudited Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

		March 31, 2018 Unaudited		December 31, 2017 Audited
Assets				
Current Assets				
Cash	$	**87,713**	$	63,269
Amounts receivable and other assets		**18,818**		15,292
Total Current Assets		**106,531**		78,561
Non-Current Assets				
Property and equipment (note 5)		**179,510**		183,683
Exploration and evaluation assets (note 6)		**544,416**		529,681
Total Assets	$	**830,457**	$	791,925
Liabilities				
Current Liabilities				
Trade payables and accruals (note 7)	$	**323,872**	$	266,997
Note payable related party (notes 8, 12)		**64,732**		-
Due to government agencies		**-**		40,771
Total Current Liabilities		**388,604**		307,768
Loan Payable (note 9)		**459,225**		445,321
Total Liabilities		**847,829**		753,089
Shareholders' Equity				
Share capital (note 10)		**3,397,479**		3,397,479
Other capital reserve		**649,725**		649,725
Foreign currency translation reserve		**137,625**		136,037
Deficit		**(4,202,201)**		(4,144,405)
Total Shareholders' Equity		**(17,372)**		38,836
Total Liabilities and Shareholders' Equity	$	**830,457**	$	791,925

The accompanying notes are an integral part of these consolidated financial statements

Mezzotin Minerals Inc.

Unaudited Condensed Consolidated Statements of Loss and Comprehensive Profit (Loss)

For the Three Months ended March 31

(Expressed in Canadian Dollars)

		2018		2017
Operating Expenses				
Consulting fees	**$**	**10,500**	$	10,500
Professional fees		**23,817**		6,500
Salaries and wages		**5,669**		5,869
Regulatory and compliance		**4,093**		8,215
General and administrative		**2,696**		10,600
Depreciation		**9,118**		11,652
Total Operating Expenses		**55,893**		53,336
Operating Loss		**(55,893)**		(53,336)
Other Income and Expenses				
Rental income		**-**		(2,977)
Interest expense		**1,903**		619
Total Other Income and Expenses		**1,903**		(2,358)
Net Loss		**(57,796)**		(50,978)
Other Comprehensive Income				
Items that may be reclassified subsequently to profit:				
Foreign currency translation gain (loss)		**1,588**		(11,234)
Other Comprehensive Loss	**$**	**(56,208)**	$	(62,212)
Loss per share	**$**	**(0.001)**	$	(0.001)
Weighted average number of shares outstanding - basic and diluted		**48,979,100**		48,979,100

The accompanying notes are an integral part of these consolidated financial statements

Mezzotin Minerals Inc.

Unaudited Condensed Consolidated Statements of Changes in Shareholders' Equity

For the Three Months ended March 31

(Expressed in Canadian Dollars)

	Share Capital				Reserves								
	Number		Amount		Warrant Reserve		Other Capital Reserve		Foreign Currency Translation Reserve		Deficit		Total
Balance as at January 1, 2017	48,979,100	$	3,397,479	$	-	$	649,725	$	156,700	$	(3,938,219)	$	265,685
Foreign currency translation differences									(2,234)				(2,234)
Net loss											(50,978)		(50,978)
Balance as at March 31, 2017	48,979,100	$	3,397,479	$	-	$	649,725	$	154,466	$	(3,989,197)	$	212,473
Balance as at January 1, 2018	**48,979,100**	**$**	**3,397,479**	**$**	**-**	**$**	**649,725**	**$**	**136,037**	**$**	**(4,144,405)**	**$**	**38,836**
Foreign currency translation differences									**1,588**				**1,588**
Net loss											**(57,796)**		**(57,796)**
Balance as at March 31, 2018	**48,979,100**	**$**	**3,397,479**	**$**	**-**	**$**	**649,725**	**$**	**137,625**	**$**	**(4,202,201)**	**$**	**(17,372)**

The accompanying notes are an integral part of these consolidated financial statements

Mezzotin Minerals Inc.

Unaudited Condensed Interim Consolidated Statements of Cash Flows

For the Three Months ended March 31

(Expressed in Canadian Dollars)

		2018		2017
Cash Flows from Operating Activities				
Net loss	$	(57,796)	$	(50,978)
Adjustments for non-cash operating items				
Depreciation		9,118		11,652
		(48,678)		(39,326)
Changes in non-cash items operating activities				
Amounts receivable and other assets		(1,097)		(114)
Trade and other payables		11,456		9,989
Cash used in operating activities		(38,319)		(29,451)
Cash Flows from Financing Activities				
Increase in loan payable		1,640		66,688
Note payable		61,107		-
Cash used in financing activities		62,747		66,688
Effect of exchange rate changes on cash denominated in a foreign currency		16		(38)
Net decrease in cash		24,444		37,199
Cash, beginning of period		63,269		60,979
Cash, end of period	$	87,713	$	98,178

The accompanying notes are an integral part of these consolidated financial statements

1. Nature of Operations and Going Concern

Mezzotin Minerals Inc. (“Mezzotin” or the “Company”) was incorporated as Zoolander Corporation on October 27, 2005 by Certificate of Incorporation issued under the Business Corporations Act (Ontario). The Company acquired all of the issued and outstanding shares of Adsani Exploration (Proprietary) Limited (“Adsani”), a private company incorporated on February 24, 2000 under the laws of the Republic of South Africa, which included its wholly-owned subsidiary Mezzotin Investments (Private) Limited (“Mezzotin ZIM”), a private company incorporated on January 10, 2000 under the laws of Zimbabwe in exchange for the issuance of 20,000,000 common shares of the Company. The shareholders of the Company approved the name change to Mezzotin Minerals Inc. on September 10, 2013.

Mezzotin’s common shares are listed on NEX board of the TSX Venture Exchange under the symbol “MEZZ.H”. The Company had been notified by the TSX Venture Exchange that it does not meet the Exchange’s continued listing requirements for a Tier 2 issuer and effective October 27th, 2017 the Company’s listing was transferred to the NEX board. NEX is a separate board of the TSXV for companies previously listed on the TSXV or the Toronto Stock Exchange which have failed to maintain compliance with the ongoing financial listing standards of those markets.

The Company’s registered office and the principal place of business is located at 150 York Street, Suite 1600, Toronto, Ontario, M5H 3S5.

The Company is a Canadian-based mineral exploration company focused on the exploration for and development of mineral deposits in Africa. The Company is considered to be in the early stages and has not yet determined whether its properties contain mineral reserves that are economically recoverable. The recoverability of exploration and evaluation assets is dependent upon securing and maintaining title and beneficial interest in the property and the underlying mining claims, obtaining the necessary regulatory approvals and permits, the ability of the Company to obtain the necessary financing to complete the development of the mineral interests, and achieving future profitable operations, or alternatively, upon the Company’s ability to dispose of its interests on a profitable basis. As the Company’s assets are located outside of Canada, they are subject to the risk of foreign laws and regulations, including increases in taxes and royalties, foreign currency exchange rate fluctuations, ownership interests and political uncertainty.

On April 10, 2018 the Company entered into an agreement with Max Mind Investment Limited (Max Mind) whereby the Company issued 8,014,969 common shares at a deemed price of $0.05 per share to settle a portion of the indebtedness owing to Max Mind, including principal and accrued interest, totaling $400,748 (US$314,831) advanced pursuant to the December 30, 2015 Loan Agreement. Upon completion of the debt settlement, Max Mind will own approximately 14.1% of the 56,014,969 outstanding common shares of the Company. All share issued under the debt settlement agreement are subject to a four month hold period. Regulatory approval for this transaction was received and the shares were issued on May 25, 2018.

On May 9, 2018 the Company announced a definitive agreement for the sale of the Sabi Star properties to a Zimbabwean subsidiary of Max Mind Investment Limited for US$125,000. The transaction is subject to a number of conditions including regulatory approval, independent valuation and approval by the shareholders of Mezzotin Minerals Inc.

In the event that the proposed property sale is completed, the Company intends to search for assets or a business in a broad range of sectors and industries to merge with or acquire to reactivate the Company.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company continues to incur losses and has an accumulated deficit of $4,202,201 at March 31, 2018. The Company’s ability to continue as a going concern is dependent upon its ability to close the above-mentioned sales transactions or in the future to locate economically recoverable mineral reserves, achieve profitable operations or obtaining the necessary financing to fulfill its obligations as

1. Nature of Operations and Going Concern (cont'd)

they arise and repay its liabilities when they become due. External financing, predominantly by the issuance of equity or debt, may be sought to finance the operations of the Company. There is no assurance that the Company will be successful at these initiatives. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not reflect any adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to achieve profitable operations or obtain adequate financing.

2. Statement of Compliance

These unaudited condensed interim consolidated financial statements (the "Interim Statements") have been prepared in accordance International Financial Reporting Standard 34, *'Interim Financial Reporting'* ("IAS 34") as issued by the International Accounting Standards Review Board ("IASB").

These Interim Statements should be read in conjunction with the audited consolidated financial statements of Mezzotin Minerals Inc. for the years ended December 31, 2017 and 2016.

These Interim Statements we authorized for issuance by the Board of Directors of the Company on May 30, 2018.

3. Significant Accounting Policies

Basis of preparation and presentation
In the preparation of these consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the period. Actual results could differ from these estimates.

Basis of consolidation
These consolidated financial statements include the accounts of the Company and entities over which it has control including its wholly-owned legal subsidiary, Adsani and Adsani's wholly-owned subsidiary Mezzotin ZIM. All material intercompany transactions and related balances are eliminated on consolidation.

Functional and presentation currency
Items included in the financial statements of the Company's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company's subsidiaries is the United States Dollar. The consolidated financial statements are presented in Canadian Dollars, which is the Company's functional currency.

The assets and liabilities of the subsidiaries that have a functional currency different from that of the Company are translated into Canadian dollars at the closing rate at the date of the statement of financial position, and income and expenses are translated at the average rate for the year, which represents a reasonable approximation of the exchange rates at the date of the transactions. Foreign exchange gains or losses resulting from the translation are recognized in other comprehensive income and included in the foreign currency translation reserve in the shareholders' equity.

Transactions in currencies which are not the Company's functional currency are translated to the functional currency at exchange rate at the date of the transaction. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rate at the date of the statement of financial position, and non-monetary items are translated at historical rates of exchange.

3. Significant Accounting Policies (cont'd)

Property and equipment
Property and equipment are recorded at acquisition cost less depreciation and accumulated impairment losses.

Where an item of property and equipment comprises significant components with different useful lives, the components are accounted for as separate items (major components) of plant and equipment.

Depreciation is provided at rates calculated to write-off the cost of these assets commencing when available for use, less the estimated residual value, over their estimated useful lives, for the following classes of assets:

	Method	Rate
· Exploration equipment	Declining balance	20%
· Vehicles	Declining balance	20%

Exploration and evaluation assets
The Company is in the exploration stage with respect to its investment in mineral properties and accordingly follows the practice of capitalizing all initial and subsequent costs relating to the acquisition of, exploration for and development of mineral claims. Such costs include, but are not exclusive to, materials used, surveying costs, geological and geophysical studies, exploratory drilling and sampling, and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation, including general and administrative overhead costs, are expensed in the period in which they occur. Capitalization of costs commences once the Company has obtained legal rights to explore a specific area. The carrying amount of the Company's exploration and evaluation assets are reviewed on a quarterly basis for any indicators that the carrying amount may exceed its recoverable amount. If any such indication exists, the asset is tested for impairment in accordance with IAS 36 Impairment of Assets, to determine the extent of the impairment loss (if any). The aggregate costs related to abandoned mineral claims are charged to operations at the time of any abandonment or when it has been determined that there are other circumstances indicating evidence of impairment.

When technical feasibility and commercial viability of a property is established, and the Company determines that it will proceed with development, all exploration and evaluation costs to that property are reclassified as mining assets within property and equipment or as intangible assets depending on the nature of the asset. If economically recoverable ore deposits are developed, the capitalized costs of the related property will be amortized using the unit-of-production method or the straight-line method, as appropriate, following the commencement of production.

4. New Accounting Standards and Interpretations

The following amendments were adopted by the Company in the fiscal year:

IFRS 9, Financial Instruments
IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard address classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39, Financial Instruments – Recognition and Measurement ("IAS 39") for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in comprehensive income indefinitely. Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. IFRS 9 will be effective as at January 1, 2018, with early adoption permitted. The implementation of this standard will have no material impact on its financial results.

4. New Accounting Standards and Interpretations (cont'd)

IFRS 15, Revenue from Contracts with Customers
IFRS 15 was issued in May 2014 to replace IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations on revenue. IFRS 15 establishes principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. IFRS 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively and improve guidance for multiple element arrangements. Companies can elect to use either a full or modified retrospective approach when adopting this standard and it is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The implementation of this standard will have no material impact on its financial results.

IFRS 16, Leases
IFRS 16 was issued in January 2016, replaces IAS 17, Leases. IFRS 16 results in most leases being reported on the balance sheet for lessees, eliminating the distinction between a finance lease and an operating lease and is effective for annual periods beginning on or after January 1, 2019. Under IFRS 16, all operating leases, except for short term and low value leases, are expected to be accounted for as finance leases. IFRS 16 also does not apply to leases to explore for or use mineral, oil, natural gas and similar non-regenerative resources. The implementation of this standard will have no material impact on its financial results.

Amendments to IFRS 2, Share-based Payments
The amendments add guidance that introduces accounting requirements for cash-settled share-based payments that follows the same approach as used for equity-settled share-based payments. The amendments are effective for annual periods beginning on or after January 1, 2018, early adoption is permitted. The Company does not have any share based payments in the form or options or warrants outstanding and believes the amendments will not have a material effect on the financial reporting of the Company.

IFRIC 22, Foreign Currency Transactions and Advance Considerations
The Interpretations Committee of the IASB has issued IFRIC 22 which clarifies the accounting for transactions that include the receipt or payment in a foreign currency in advance consideration. The interpretation covers the foreign currency translations when an entity recognizes a non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration before the entity recognizes the related asset, expense or income. IFRIC 22 is effective for annual reporting periods beginning on or after January 1, 2018, earlier adoption is permitted. The implementation of this standard will have no material impact on its financial results.

5. Property and Equipment

Cost		Exploration Equipment		Vehicles		Total
Balance January 1, 2018	**$**	**216,420**	**$**	**163,015**	**$**	**379,435**
Additions (disposals) in period		**-**		**-**		**-**
Foreign currency translation		**(8,591)**		**(6,472)**		**(15,063)**
Balance March 31, 2018		**207,829**		**156,543**		**364,372**
Accumulated Depreciation						
Balance January 1, 2018	**$**	**94,069**	**$**	**76,758**	**$**	**170,827**
Additions (disposals) in period		**5,368**		**3,750**		**9,118**
Foreign currency translation		**2,714**		**2,203**		**4,917**
Balance March 31, 2018		**102,151**		**82,711**		**184,862**
Net Book Value						
As at March 31, 2018	**$**	**105,678**	**$**	**73,832**	**$**	**179,510**
As at March 31, 2017	$	134,220	$	93,776	$	227,996

6. Exploration and Evaluation Assets

Sabi Star Property
The Company owns a 100% interest in the Sabi Star Property held by Adsani, through its wholly-owned subsidiary, Mezzotin ZIM. The property is comprised of 30 rare earth exploration permits covering a total of 2,348 hectares located in Eastern Zimbabwe, approximately 180 kilometers from Harare, Zimbabwe, approximately 250 kilometers from the border of South Africa. The property is located on the Odzi Gold Belt, a known mineralization belt having historically produced gold, copper, tin, tantalum, niobium and diamonds.

		Mineral Rights		Exploration and Evaluation		Total
Balance January 1, 2018	**$**	**5,717**	**$**	**561,204**	**$**	**566,921**
Foreign currency translation		**(227)**		**(22,278)**		**(22,505)**
Balance March 31, 2018	**$**	**5,490**	**$**	**538,926**	**$**	**544,416**
Balance March 31, 2017	$	5,700	$	559,490	$	565,190

On May 9, 2018 the Company announced a definitive agreement for the sale of the Sabi Star properties to a Zimbabwean subsidiary of Max Mind Investment Limited for US$125,000. The transaction is subject to a number of conditions including regulatory approval, independent valuation and approval by the shareholders of Mezzotin Minerals Inc. (see Note 12 – Subsequent Events).

7. Trade Payables and Accruals

		March 31, 2018		December 31, 2017
Falling due within the year:				
Trade payables	**$**	**288,422**	$	255,077
Accrued liabilities		**35,450**		52,691
	$	**323,872**	$	307,768

Trade payables generally have payment terms of up to 30 days. Included in trade payables at March 31, 2018 and December 31, 2017 are amounts recorded prior to 2013 and are statute barred under the Limitations Act (Ontario). The amount totaling $65,478 is included in current liabilities reflecting the original accounting for the transactions. Under IFRS, a debt can only be removed from the Company's Statement of Financial Position when it is extinguished meaning only when the contract is discharged, cancelled or expires.

8. Note Payable

On March 6, 2018, the Company has issued a Promissory Note to Max Mind Investment Limited in the amount of US$50,000. The note is unsecured, payable on demand and bears interest at 5% per annum. Following the Debt Settlement Agreement concluded on May 25, 2018, Max Mind is a related party, owning approximately 14.1% of the common shares. (see Note 12 - Related Party Transactions)

9. Tribute Agreement and Loan Payable

On December 30, 2015, Mezzotin ZIM (the "Grantor") entered into a Tribute Agreement (the "Agreement") whereby the rights to extract and sell minerals from the Company's properties would be licensed to a third party (the "Tributor"). In return, the Grantor would receive a royalty of 20% of pre-tax profits from commercial mining operations, as defined in the Agreement, from the Tributor. The Agreement is for a period of five years with an option to extend for an additional five years and is subject to all necessary regulatory approvals.

As part of the Tribute Agreement transaction, the Company entered into a Loan Agreement (the "Loan Agreement") also on December 30, 2015 with Max Mind Investment Limited ("Max Mind") a company related to the Tributor. Under the terms of the Loan Agreement, the Company will borrow US$500,000 to be drawn down at scheduled dates extending to March 30, 2017. As at March 31, 2018, the lender had advanced US$350,000 (December 31, 2017 - US$350,000) to the Company under the Loan Agreement.

The Loan is unsecured, accrues interest at the LIBOR rate for overnight deposits and matures 60 months from the date of advance of the loan proceeds. Once exploration and excavation of mineral at Sabi Star property commences, the royalty payments under the Tribute agreement shall be offset against the loan repayment, firstly to any accrued interest on the loan, and thereafter to the unpaid principal balance until fully repaid.

Interest and principal are repayable from royalty amounts pursuant to the Tribute Agreement.

On April 10, 2018, the Company entered into a Debt Settlement agreement with Max Mind whereby a portion of the Loan in the amount of $400,748 of principal and accrued interest would be converted to 8,014,969 common shares of the Company. Regulatory approval for the transaction was received and the shares were issued on May 25, 2018 (See Subsequent Events – Note 12). The balance of the loan, approximately US$40,000 plus accrued interest of US$1,454 remains outstanding.

10. Share Capital

Authorized share capital
Unlimited number of common shares

Issued and outstanding share capital
Issued share capital for the periods were as follows:

	Number of Shares		Amount
Balance as at January 1, 2018	**48,979,100**	**$**	**3,397,479**
No activity in period	**-**		**-**
Balance as at March 31, 2018	**48,979,100**	**$**	**3,397,479**

(See Subsequent Events – Note 14)

Stock Options and Warrant
In the three months ended March 31, 2018 and 2017, the Company did not issue any stock options or warrants. As of March 31, 2018, and December 31, 2017, the Company had no stock options or warrants outstanding.

11. Capital Management

The Company's objectives when managing its liquidity and capital are as follows:

a) to safeguard the Company's ability to continue as a going concern such that it can continue in its exploration activities to provide returns to shareholders and benefits to other stakeholders.
b) to secure sufficient cash and cash equivalents to fund the Company's business plans, including the exploration activities required for the development of its mineral property interests.

The Company considers the loan payable and the items included in shareholders' equity in the definition of capital.

The Company's primary uses of capital are to finance the exploration and property development activities required on its mineral properties, market and investor development, capital expenditures and other business expenses.

Management reviews its capital management approach on an ongoing basis. There were no material changes to this approach during the three months ended March 31, 2018 and 2017.

As at March 31, 2018 the Company is not subject to any externally imposed capital requirements.

12. Related Party Transactions

Related parties include the Board of Directors and officers of the Company and its subsidiaries including close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. It also includes any party not included above who may hold more than 10% of the common equity of the Company.

Following is a summary of the related party transactions for the three months ended March 31, 2018 and the corresponding amount in the prior year's quarter:

a) During the three months ended March 31, 2018 the Company recorded Rental Income of $nil (2017 – $2,977) related to the rental of a vehicle to a company where the director of the Company's subsidiary was an officer.

b) During the three months ended March 31, 2018 the Company incurred costs of $nil (2017 – $2,977) for office rent paid to a company where a Mezzotin ZIM Director was a senior officer. The rental costs are included in General and Administrative expenses.

c) During the three months ended March 31, 2018 the Company incurred costs of $10,500 (2017 - $10,500) for executive and management services to a company controlled by an officer of the Company. The amounts are included in Consulting Fees.

d) In the three months ended March 31, 2018, the Company borrowed $60,845 (US$50,000) under a promissory note to a company that owns more than 10% of the common shares of the Company. In the same period, the Company accrued interest on the Note in the amount of $262.

13. Contingencies

The Company has received an assessment of US$23,208 from the Zimbabwe Revenue Agency (ZIMRA) for interest on unpaid duty the Company was challenging. The Company exhausted all appeal rights, has concluded that it would not get the duty waived and has paid the amount as assessed. ZIMRA has now assessed the company for interest on the unpaid amount up to the date it was paid. The Company has appealed the interest charge.

The Company has not recorded the assessment expense in the current financial statements pending the results of the appeal. It is uncertain at this time if the appeal will successful.

14. Subsequent Events

Debt Settlement Agreement
On April 10, 2018, the Company entered into an agreement, with Max Mind Investment Limited (Max Mind) whereby the Company would issue 8,014,969 common shares at a deemed price of $0.05 per share to settle a portion of the indebtedness owing to Max Mind, including principal and accrued interest, in the amount of $400,748 (US$314,831) advanced pursuant to the December 30, 2015 Loan Agreement. Regulatory approval for the transaction was received and the shares were issued on May 25th, 2018 Upon the issuance of the shares, Max Mind holds approximately 14.1% of the now 56,014,969 outstanding common shares of the Company. All share issued under the debt settlement agreement are subject to a four month hold period.

14. Subsequent Events (cont'd)

Sale of Sabi Star Properties
On May 9, 2018, the Company announced a definitive agreement had been entered into by the Company's Zimbabwean subsidiary for the sale if its Sabi Star properties to a Zimbabwean subsidiary of Hong Kong based Max Mind Investment Limited (Max Mind), an arm's length private investment company. The Company had earlier announced a Debt Settlement Agreement with Max Mind.

Neither the sale of the properties nor the debt settlement is conditional upon the completion of the other transaction.

As the sale of the Sabi Star property will constitute the indirect sale of substantially all of property and assets of the Company, the proposed transaction is subject to the approval of shareholders holding not less than two-thirds of the common shares of the Company voting on the matter. An annual and special meeting of shareholders has been scheduled for June 25, 2018 in Toronto to consider the proposed Property Sale and other matters of annual and special business. The proposed property sale is also subject to all necessary regulatory approvals, including the approval of the NEX Board of the TSX Venture Exchange, and the receipt by the board of directors of an independent valuation of the Sabi Star property indicating that the purchase price is fair to the Company. The proposed transaction is anticipated to be completed in early July 2018 assuming that all regulatory and shareholder approvals have been obtained.