

**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 of Material Change

October 3, 2018

3. News Releases

Press release attached as Schedule A hereto was released through the facilities of the GlobeNewswire disclosure network on October 9, 2018.

4. Summary of Material Change

On October 3, 2018 the Company's Zimbabwean subsidiary completed the previously announced sale of its Sabi Star rare earth property located in Eastern Zimbabwe to a Zimbabwean subsidiary of Hong-Kong based Max Mind Investment Limited, for cash consideration of US\$125,000.

5. Full Description of the Material Change

See Schedule A attached hereto for a full description of the material change.

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

October 10, 2018

## SCHEDULE A

### FOR IMMEDIATE RELEASE

#### MEZZOTIN MINERALS COMPLETES SALE OF SABI STAR PROPERTY

**Toronto, Ontario** – October 9, 2018 – Mezzotin Minerals Inc. (“**Mezzotin**” or the “**Company**”) (NEX: MEZ.H) announced today that the Company’s Zimbabwean subsidiary has completed the previously announced sale of its Sabi Star rare earth property (the “Property Sale”) to a Zimbabwean subsidiary of Hong-Kong based Max Mind Investment Limited (“Max Mind”), for cash consideration of US\$125,000.

Max Mind owns 14.1% of the outstanding shares of the Company and the sale transaction was considered to be a “related party transaction” under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (the “Rule”) and TSX Venture Exchange Policy 5.9 (the “Policy”). As previously disclosed, the Property Sale was exempt from the formal valuation and minority approval requirements of the Rule and Policy.

As the Property Sale constituted the indirect sale of substantially all of property and assets of the Company, the proposed transaction was subject to the approval of shareholders holding not less than two-thirds of the common shares of the Company voting on the matter. The Property Sale, and all other matters considered by shareholders at the annual and special meeting of shareholders held on June 25, 2018 in Toronto, were overwhelmingly approved.

The Company now intends to search for assets or businesses in a broad range of sectors and industries to merge with or acquire to reactivate the Company and maximize value for shareholders.

#### About Mezzotin Minerals Inc.

Mezzotin Minerals Inc. is a company listed on the NEX Board of the TSX Venture Exchange in Canada. The Company currently does not hold an interest in an active business or asset and is searching for businesses or assets to merge with or acquire.

#### For additional information please contact:

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Chief Financial Officer  
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