

MEZZOTIN MINERALS INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Mezzotin Minerals Inc. (the "Company")
Suite 1600, 150 York Street
Toronto, Ontario M5H 3S5

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

November 12, 2018

3. News Release

Press release attached as Schedule A hereto was released through the facilities of the GlobeNewswire disclosure network on November 13, 2018.

4. Summary of Material Change

On November 12, 2018 the Company entered into a binding letter agreement with Indus Holding Company ("Indus"), a Salinas, California-based vertically integrated cannabis company, providing for the acquisition by the Company of all issued and outstanding securities of Indus which, if completed, would constitute a reverse take-over of the Company by the shareholders of Indus. The transaction is subject to a number of conditions including, execution of definitive transaction documents, completion of due diligence, the delisting of the common shares of the Company from the NEX Board of the TSX Venture Exchange, conditional approval for the listing of the equity shares of the issuer resulting from the proposed transaction on the Canadian Securities Exchange and all required shareholder and regulatory approvals.

5. Full Description of the Material Changes

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

November 20, 2018

SCHEDULE "A"

MEZZOTIN MINERALS INC. INDUS HOLDING COMPANY

JOINT NEWS RELEASE

FOR IMMEDIATE RELEASE

Not for distribution to United States newswire services or for release publication, distribution or dissemination, directly or indirectly, in whole or in part, in or into the United States.

Mezzotin Minerals Inc. Announces Proposed Reverse Takeover By Indus Holding Company

Toronto, Ontario and Salinas, California – November 13, 2018 – Mezzotin Minerals Inc. [NEX: MEZ.H] ("**Mezzotin**" or the "**Company**") is pleased to announce that it has entered into a binding letter agreement dated as of November 12, 2018 (the "**Letter Agreement**") with Salinas, California-based Indus Holding Company ("**Indus**"), a vertically integrated cannabis company with world-class production capabilities, including cultivation, extraction, manufacturing, brand sales & marketing, and distribution. The Letter Agreement outlines the proposed terms and conditions pursuant to which Mezzotin and Indus will effect a business combination that will result in a reverse takeover of Mezzotin by the security holders of Indus (the "**Proposed Transaction**"). The Letter Agreement was negotiated at arm's length.

"Having established ourselves as a leading cannabis manufacturer and distributor in the world's largest cannabis economy, we are looking forward to growing internationally," said Indus co-founder and Chief Executive Officer, Robert Weakley. "Canada is a forward-thinking nation when it comes to recreational cannabis, and we welcome the opportunity to add our company's collective expertise to their fast-growing industry."

Founded in 2014, Indus offers services supporting every step of the supply chain and an extensive portfolio of products, including Altai Brands, Dixie, Moon, Beboe, Acme Elixirs, and Legal. Indus Distribution, a division of Indus, is a leading distributor of cannabis products, servicing brands and licensed retailers throughout California.

Terms of the Transaction

The Proposed Transaction will be structured as an amalgamation, arrangement, takeover bid, share purchase or other similar form of transaction or series of transactions that have a similar effect with Mezzotin acquiring all securities of Indus. The final structure for the Proposed Transaction is subject to satisfactory tax, corporate and securities law advice for both Mezzotin and Indus.

Completion of the Proposed Transaction is subject to a number of conditions, including, without limitation, receipt of all necessary shareholder, third party and regulatory approvals, satisfactory completion of due diligence, the execution of definitive transaction documents, the delisting of the common shares of Mezzotin from the NEX Board of the TSX Venture Exchange and conditional approval to list the equity shares (the "**Resulting Issuer Shares**") of the issuer resulting from the Proposed Transaction (the "**Resulting Issuer**") on the Canadian Securities Exchange (the "**CSE**").

Indus intends to undertake a debt and/or equity financing in conjunction with the Proposed Transaction, including a brokered private placement (the "**Concurrent Financing**") of subscription receipts (the "**Subscription Receipts**"), either directly or through a special-purpose financing corporation ("**FinanceCo**"), upon terms to be determined. Indus has engaged Beacon Securities Limited to act as lead agent and sole bookrunner in connection with the Concurrent Financing. The Subscription Receipts are proposed to be exchanged for securities of Indus or FinanceCo, as applicable, upon the satisfaction of certain conditions, which shall in turn be exchanged for securities of the Resulting Issuer upon completion of the Proposed Transaction.

It is anticipated that in connection with the Proposed Transaction, the existing common shares of Mezzotin ("**Existing Mezzotin Shares**") shall be redesignated as a new class of subordinate voting shares of the Resulting Issuer to be created ("**Pubco Subordinate Voting Shares**") on a basis that results in the holders of Existing Mezzotin Shares at the closing of the Proposed Transaction holding, in the aggregate, Pubco Subordinate Voting Shares having a value of CDN\$2.25 million less the amount of Mezzotin's working capital deficiency (exclusive of certain transaction costs and liabilities), such valuation to be determined on the basis of the effective per share value of the Concurrent Financing converted to Canadian dollars.

Under the Proposed Transaction: (i) non-U.S. shareholders of Indus will exchange their shares for Pubco Subordinate Voting Shares and U.S. shareholders of Indus will exchange their shares for a newly created class of subordinate voting shares of a subsidiary of the Resulting Issuer which are convertible into Pubco Subordinate Voting Shares, in each case on a 1:1 basis; (ii) FinanceCo, if used in connection with the Concurrent Financing, shall be acquired by Mezzotin pursuant to a three-cornered amalgamation; (iii) designated founders of Indus shall subscribe for non-participating,

super-voting shares of the Resulting Issuer (“**Super Voting Shares**”) carrying voting rights that would, in the aggregate, represent in excess of 90% of the voting rights of the Resulting Issuer upon completion of the Proposed Transaction and on a fully diluted basis; and (iv) stock options, warrants and other convertible securities of Indus shall be exchanged for securities of the Resulting Issuer such that, upon the exercise or conversion thereof, the holders will receive Pubco Subordinate Voting Shares on an economically equivalent basis in lieu of securities of Indus.

In connection with the Proposed Transaction, the Company will be required to, among other things: (i) change its name to a name requested by Indus and acceptable to applicable regulatory authorities; (ii) replace all directors and officers of the Company on closing of the Proposed Transaction with nominees of Indus; (iii) receive approval to delist the Existing Mezzotin Shares from the NEX Board of the TSX Venture Exchange; (iv) redesignate the Existing Mezzotin Shares as (or convert such shares into) Pubco Subordinate Voting Shares; (v) create the new class of Super Voting Shares; and (vi) receive approval to list the Resulting Issuer Shares on the CSE.

Upon successful completion of the Proposed Transaction, Mezzotin will be required to pay a finder’s fee to an arm’s length party in Existing Mezzotin Shares equal to 9.99% of the number of Existing Mezzotin Shares to be outstanding immediately prior to the completion of the Proposed Transaction (after giving effect to the issuance of the finder’s fee shares).

Further details of the Proposed Transaction will be included in subsequent news releases and disclosure documents (which will include business and financial information in respect of Indus), including a CSE listing statement, to be filed by the Company in connection with the Proposed Transaction. It is anticipated that a special shareholders’ meeting of the Company to approve, among other matters, any necessary matters related to the Proposed Transaction and closing of the Proposed Transaction will take place in the first quarter of 2019.

Trading in the Existing Mezzotin Shares has been halted and will remain halted until all necessary filings have been accepted by applicable regulatory authorities.

For more information please contact:

Mezzotin:

Indus:

Lawrence Schreiner

E-mail: pr@indusholdingco.com

Chief Financial Officer

Phone: (416) 496-3077

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About Indus Holding Company

INDUS Holding Company is a vertically integrated cannabis company with world-class production capabilities, including cultivation, extraction, manufacturing, brand sales & marketing, and distribution. Founded in 2014 by hospitality veteran Robert Weakley and based in Salinas, California, INDUS offers services supporting every step of the supply chain and an extensive portfolio of award-winning brands, including Altai Brands, Dixie, Moon, Beboe, Acme Elixirs, and Legal. INDUS Distribution, a division of INDUS Holding Company, is a leading distributor of cannabis products, servicing an extensive portfolio of brands and licensed retailers throughout California.

About Mezzotin Minerals, Inc.

Mezzotin Minerals Inc. is a junior company listed on the NEX Board of the TSX Venture Exchange in Canada. The Company recently sold its mineral properties in Zimbabwe, comprising substantially all of its assets, and has subsequently been actively seeking merger and acquisition opportunities.

All information contained in this news release with respect to Indus was supplied by Indus for inclusion herein and the Company has relied on the accuracy of such information without independent verification.

As noted above, completion of the Proposed Transaction is subject to a number of conditions, including receiving approval to list the Resulting Issuer Shares on the CSE. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or listing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Mezzotin, Indus or FinanceCo should be considered highly speculative.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) has in any way passed upon the merits of the Proposed Transaction nor accepts responsibility for the adequacy or accuracy of this news release.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States

*Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

Forward-Looking Information and Statements

This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's and Indus' beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's and Indus' control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein may include, but are not limited to, information concerning the Proposed Transaction, the Concurrent Financing, expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, the timing for holding the special meeting of shareholders of the Company and the timing for completing the Proposed Transaction, expectations for the effects of the Proposed Transaction or the ability of the combined company to successfully achieve business objectives, and expectations for other economic, business, and/or competitive factors.

By identifying such information and statements in this manner, the Company and Indus are alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company and Indus to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, the Company and Indus have made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: the ability to consummate the Proposed Transaction and the Concurrent Financing; the ability to obtain requisite regulatory, third party and security holder

approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction on the proposed terms and schedule; the ability to complete the Concurrent Financing or to the conversion of the Subscription Receipts; the potential impact of the announcement or consummation of the Proposed Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation; and the diversion of management time on the Proposed Transaction and the Concurrent Financing. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and neither the Company nor Indus undertakes to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company, Indus or persons acting on their behalf are expressly qualified in its entirety by this notice.