

**MEZZOTIN MINERALS INC.**

**LETTER OF TRANSMITTAL**

Relating to the Continuance, Name Change and Reclassification of the Common Shares of Mezzotin Minerals Inc.

The completed letter of transmittal, accompanied by the share certificate(s) of Mezzotin Minerals Inc. should be personally delivered or forwarded by registered mail to: TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 (the "Transfer Agent").

**DO NOT SEND THIS LETTER OF TRANSMITTAL OR SHARE CERTIFICATES TO THE TRANSFER AGENT UNLESS AND UNTIL MEZZOTIN MINERALS INC. HAS ANNOUNCED BY PRESS RELEASE THAT THE BUSINESS COMBINATION HAS BECOME EFFECTIVE. DO NOT FORWARD SHARE CERTIFICATES TO THE HEAD OFFICE OF MEZZOTIN MINERALS INC. PLEASE TYPE OR WRITE LEGIBLY IN BLOCK LETTERS.**

The undersigned hereby delivers to you the following share certificate(s) representing Common Shares of Mezzotin Minerals Inc. of which the undersigned has full power and authority to deposit, sell, assign and transfer.

Number on certificate	Name in which registered	Number of Common Shares shown on face of certificate

(Attach additional list if the space above is insufficient)

The Transfer Agent is hereby requested and authorized to issue new certificates of Mezzotin Minerals Inc. on the following basis, namely for all Common Shares of Mezzotin Minerals Inc. deposited hereunder, shareholders shall receive such number of Subordinated Voting Shares of Mezzotin Minerals Inc. as are calculated after giving effect to the Reclassification (the "Consolidated Shares"), reflecting both the Name Change and Consolidation.

**A. NAME AND NUMBER OF CERTIFICATES FOR CONSOLIDATED SHARES OF THE RESULTING ISSUER**

Certificate(s) representing Consolidated Shares are to be issued as follows:

Number on certificate	Percentage of Consolidated Shares

(See instruction 4. Attach additional list if the space above is insufficient)

<b>B. DELIVERY</b> Mail or make available for delivery certificate(s) representing Consolidated Shares as follows: Name: _____ Address: _____ _____ Postal (Zip) Code: _____  Make available for pick-up at the office of TSX Trust Company, against a counter receipt, by:  Name: _____ Address: _____ _____  	<b>C. IMPORTANT: This box must be completed fully if the name in which any Consolidated Share is to be issued differs from the name of the registered holder appearing on the existing certificate(s).</b>  Date: _____  Signature: _____  Name: _____ Address: _____ _____ Postal (Zip) Code: _____ Signature Guaranteed by: _____ _____  
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**IMPORTANT: THIS LETTER OF TRANSMITTAL MUST BE DATED AND SIGNED**

Dated: \_\_\_\_\_

Signature of Shareholder: \_\_\_\_\_

Telephone: \_\_\_\_\_

## INSTRUCTIONS

1. Unless defined in this Letter of Transmittal or these Instructions, capitalized terms have the meaning ascribed thereto in the Information Circular of Mezzotin Minerals Inc. dated December 17, 2018.
2. Pursuant to the Reclassification, the Common Shares shall be redesignated as Subordinate Voting Shares on a basis that results in the holders of Common Shares at the effective date of the Business Combination (including, without limitation, any additional Common Shares issued prior to the Effective Date as permitted pursuant to the terms of the Business Combination Agreement) holding, in the aggregate, Subordinate Voting Shares having a value of Cdn\$2.25 million, less the amount of Mezzotin Minerals Inc.'s working capital deficiency as of the Effective Date (subject to certain exceptions as specified in the Business Combination Agreement), such valuation to be determined on the basis of the issue price of the Subscription Receipts in the Concurrent Financing. No fractional shares will be issued as a result of the Reclassification. A fractional share will be rounded down and cancelled without any repayment of capital or other compensation. Each shareholder will receive a whole number of Consolidated Shares.
3. Shareholders should refer to the Information Circular of Mezzotin Minerals Inc. dated December 17, 2018 for particulars of the Reclassification, Name Change and Continuance.
4. Each registered holder of Common Shares of Mezzotin Minerals Inc. must deliver the Letter of Transmittal completed and signed, together with their certificate(s) to TSX Trust Company (the "Transfer Agent") at the office of the Transfer Agent set out in Instruction 9 below. The method of delivery of the Common Share certificate(s) is at the option and risk of the holder of Common Shares. It is recommended such documents be delivered by hand to the Transfer Agent and a receipt obtained. If mail is used, registered mail, properly insured with acknowledgement of receipt requested, is suggested. Delivery will be effected only when documents are actually received by the Transfer Agent at the office set out below.
5. Each registered holder of Common Shares must fill in the delivery instructions in Part B and sign and date this Letter of Transmittal. If Part B is not completed, the certificate(s) representing Consolidated Shares will be mailed to the shareholder's address recorded on the books of the Transfer Agent.
6. If no change in the name of the registered holder appearing on the existing Common Share certificate(s) is desired but more than one new certificate is to be issued in that name, a holder should also fill out Part A of this Letter of Transmittal. Any holder who does not fill out Part A will receive one Consolidated Share certificate for each Common Share certificate delivered herewith. No charge will be made for one new replacement certificate but where more than one certificate is requested a charge of \$7.00 (plus H.S.T.) will be levied for each additional certificate.
7. A registered holder of Common Shares who wishes to have the certificate(s) representing Consolidated Shares registered in the name of a person other than the registered holder must fill in Part C as well as Parts A and B of the Letter of Transmittal and must endorse the existing Common Share certificate(s) delivered with the Letter of Transmittal. The signature of the registered holder must correspond in every respect with the name appearing on the face of the certificate(s). Such signature must be guaranteed by a Schedule I Canadian Chartered Bank, or a member of the Securities Transfer Association Medallion Program (STAMP).
8. Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association or by any agent, executor, administrator, trustee, curator, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by evidence of authority to act satisfactory to the Transfer Agent.
9. Additional copies of the Letter of Transmittal may be obtained from the Transfer Agent at the office of the Transfer Agent specified below.

TSX Trust Company  
Suite 301, 100 Adelaide Street West  
Toronto, ON, M5H 4H1  
Attention: Corporate Actions  
Email: [TMXEInvestorServices@tmx.com](mailto:TMXEInvestorServices@tmx.com)

10. If a share certificate has been lost or destroyed, the Letter of Transmittal should be completed as fully as possible and forwarded to TSX Trust Company, at the address set out in Instruction 9 above, together with correspondence stating that the original certificate has been lost. TSX Trust Company will forward appropriate documentation. Any questions should be directed to TSX Trust Company; telephone number 1 (866) 600-5869, facsimile number (416) 361-0470.