

MEZZOTIN MINERALS INC. NOTICE OF SPECIAL MEETING

NOTICE IS HEREBY GIVEN that a Special Meeting (the “Meeting”) of shareholders of Mezzotin Minerals Inc. (the "Company") will be held at Suite 800, 181 University Avenue, Toronto ON, M5H 2X7 on Wednesday, January 16, 2019 at the hour of 10:00 a.m. (Toronto time) for the following purposes:

- (a) To elect the directors of the company (the “**Resulting Issuer**”) resulting from the proposed business combination (the “**Business Combination**”) of the Company and Indus Holding Company (“**Indus**”), such elections to take effect only upon the completion of the Business Combination, all as further described in the management information circular of the Company dated as of December 17, 2018 (the “**Circular**”);
- (b) To appoint the auditors of the Resulting Issuer at a remuneration to be fixed by the directors, such appointment to take effect only upon the completion of the Business Combination;
- (c) To consider, and if deemed appropriate, to pass, with or without variation a special resolution of shareholders excluding control persons and affiliates (the “**Amendment Resolution**”) authorizing an amendment of the articles of the Company to (i) create to a new class of equity shares of the Company designated as subordinate voting shares (“**Subordinate Voting Shares**”); (ii) reclassify all outstanding common shares of the Company (“**Common Shares**”) as Subordinate Voting Shares on a basis that will result in the holders of Common Shares at the effective date of the Business Combination (the “**Effective Date**”) holding, in the aggregate, Subordinate Voting Shares having a value of \$2.25 million, less certain specified reductions; (iii) create a new class of super voting shares of the Company; and (iv) remove the Common Shares as an authorized class of shares of the Company, all conditional upon completion of the Business Combination and as further described in the Circular, in substantially the form of resolutions set forth in Schedule “A” to the Circular;
- (d) To consider and, if deemed appropriate, to pass with or without variation a special resolution of shareholders authorizing an amendment of the articles of the Company to change the name of the Company to “Indus Holdings, Inc.”, or such other name as is acceptable to the Board of Directors of the Company and applicable regulatory authorities, all conditional upon completion of the Business Combination and as further described in the Circular, in substantially the form of resolutions set forth in Schedule “B” to the Circular;
- (e) To consider and, if deemed appropriate, to pass with or without variation a special resolution of shareholders (the “**Continuance Resolution**”) authorizing the continuance of the Company from the Province of Ontario to the Province of British Columbia, all conditional upon completion of the Business Combination and as further described in the Circular, in substantially the form of resolutions set forth in Schedule “C” to the Circular;
- (f) To consider and, if deemed appropriate, to pass with or without variation an ordinary resolution of shareholders excluding insiders of the Company and Indus authorizing the voluntary delisting of the Common Shares from the TSX Venture Exchange, all conditional upon completion of the Business

Combination and as further described in the Circular, in substantially the form of resolutions set forth in Schedule “D” to the Circular;

(g) To consider and, if deemed appropriate, to pass with or without variation an ordinary resolution of shareholders approving a new equity incentive plan for the Corporation to replace the existing stock option plan, and authorizing the issuance of up to an aggregate of 2,278,000 Subordinate Voting Shares of the Company pursuant to the 2016 Equity Incentive Plan of Indus Holding Company, all conditional upon completion of the Business Combination and as further described in the Circular, in substantially the form of resolutions set forth in Schedule “F” to the Circular; and

(h) To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

A special resolution must be passed by not less than two-thirds of the votes cast by shareholders who vote in respect of the resolution. An ordinary resolution must be passed by not less than a majority of the votes cast by shareholders who vote in respect of the resolution.

Pursuant to Section 185 of the *Business Corporations Act (Ontario)* (the “OBCA”), a registered shareholder may dissent in respect of the Amendment Resolution and the Continuance Resolution. If a shareholder dissents with respect to either such resolution, and the matters contemplated by such resolution become effective, dissenting shareholders who have complied with the dissent procedures set forth in the OBCA will be entitled to be paid the fair value of their Common Shares. A summary of the dissent procedure is set forth in Schedule “E”, and the text of Section 185 of the OBCA is set forth in Exhibit “I” to Schedule “E”, to the Circular. If you fail to comply strictly with the requirements in Section 185 of the OBCA, you may not be able to exercise your right of dissent.

This notice is accompanied by a form of proxy, letter of transmittal and the Circular.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form (“VIF”) so that as large a representation as possible may be had at the Meeting. To be valid, proxies must be received by the Company's transfer agent, TSX Trust Company, 300 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 not later than 48 hours (excluding Saturdays and holidays) before the time of holding the Meeting or adjournment thereof. Non-registered shareholders must deliver their completed proxy or VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded it to them.

DATED at Toronto, in the Province of Ontario, as of the 17th day of December, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Lawrence Schreiner”

Lawrence Schreiner
Chief Financial Officer