

Mezzotin Minerals Inc.

(the "Corporation")

FORM OF PROXY ("PROXY")

Special Meeting

Wednesday, January 16, 2019 at 10:00 a.m. (Toronto time)

181 University Avenue, Suite 800,

Toronto, ON M5H 2X7

(the "Meeting")

RECORD DATE: December 10, 2018**CONTROL NUMBER:****SEQUENCE #:****FILING DEADLINE FOR PROXY:** Monday, January 14, 2019 at 10:00 a.m. (Toronto time)

VOTING METHOD	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	416-595-9593
MAIL or HAND DELIVERY	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Lawrence Schreiner, Chief Financial Officer** of the Corporation, whom failing **Lonnie Kirsh, Legal Counsel** of the Corporation (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -**RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES****1. Election of Directors of the Resulting Issuer****FOR** **WITHHOLD**

- a) Robert Weakley
- b) Mark Ainsworth
- c) Tina Maloney
- d) Stephanie Harkness
- e) Bill Anton
- f) Arthur Maxwell
- g) Sam Tramiel

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such elections to take effect only upon the completion of the Business Combination (as defined in the management information circular of the Corporation dated December 17, 2018 (the "Circular")).

2. Appointment of Auditors of Resulting Issuer**FOR** **WITHHOLD**

Appointment of **GreenGrowth CPAs** as Auditors of the Resulting Issuer (as defined in the Circular) at a remuneration to be fixed by the directors, such appointment to take effect only upon the completion of the Business Combination.

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3. New Share Terms**FOR** **AGAINST**

To vote FOR or AGAINST a special resolution of shareholders excluding control persons and affiliates authorizing an amendment to the articles of the Corporation to (i) create a new class of equity shares designated as subordinate voting shares ("Subordinate Voting Shares"); (ii) reclassify all outstanding common shares of the Corporation ("Common Shares") into Subordinate Voting Shares on the basis specified in the Circular; (iii) create a new class of super voting shares of the Corporation; and (iv) remove the Common Shares as an authorized class of shares of the Corporation, all as further described in the Circular in substantially the form of resolution attached as Schedule "A" to the Circular.

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4. Name Change**FOR** **AGAINST**

To vote FOR or AGAINST a special resolution authorizing an amendment to the articles of the Corporation to change the name of the Corporation to "Indus Holdings, Inc." or such other name as is acceptable to the board of directors of the Corporation and the applicable regulatory authorities, all as further described in the Circular, in substantially the form of resolution attached as Schedule "B" to the Circular.

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5. Continuance**FOR** **AGAINST**

To vote FOR or AGAINST a special resolution of shareholders authorizing the continuance of the Corporation from the Province of Ontario to the Province of British Columbia, all as further described in the Circular, in substantially the form of resolution attached as Schedule "C" to the Circular.

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6. Voluntary Delisting**FOR** **AGAINST**

To vote FOR or AGAINST an ordinary resolution of shareholders excluding insiders of the Corporation and Indus Holding Company authorizing the voluntary delisting of the Common Shares from the TSX Venture Exchange, all as further described in the Circular, in substantially the form of resolution attached as Schedule "D" to the Circular.

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7. Approval of New Equity Incentive Plan**FOR** **AGAINST**

To vote FOR or AGAINST 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 pursuant to the 2016 Equity Incentive Plan of Indus Holding Company, as further described in the Circular, in substantially the form of resolutions set forth in Schedule "F" to the Circular.

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This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)

Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TSX Trust Company* before the **Filing Deadline for Proxies**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit
www.tsxtrust.com/investorinsite

Click on, “*Register Online Now*” and complete the registration form.
Call us toll free at 1-866-600-5869 with any questions.