



Mezzotin Minerals Inc.

**Consolidated Financial Statements
For the Years Ended December 31, 2018 and 2017
(Expressed in Canadian Dollars)**

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of Mezzotin Minerals Inc. are the responsibility of the management and Board of Directors of the Company.

The consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the financial statements. In the opinion of management, the financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed) "Paul Ekon"

Paul Ekon
Chief Executive Officer

(signed) "Christine He"

Christine He
Director

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Mezzotin Minerals Inc.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Mezzotin Minerals Inc. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2018 and 2017, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis of Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to note 1 in the consolidated financial statements, which indicates that the Company had recurring operating losses and an accumulated deficit of \$4,663,238 as at December 31, 2018. As stated in note 1, these events or conditions, along with other matters as set forth in note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Matter

The comparative consolidated financial statements for the year ended December 31, 2017 were audited by another auditor who issued an unmodified opinion on April 30, 2018.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis;

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged With Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Warren Goldberg.

April 26, 2019
Toronto, Ontario

DNTW Toronto LLP
Chartered Professional Accountants
Licensed Public Accountants

Mezzotin Minerals Inc.
Consolidated Statements of Financial Position
As at December 31
(Expressed in Canadian Dollars)

	2018	2017
Assets		
Current Assets		
Cash	\$ 5,903	\$ 63,269
Amounts receivable and other assets	12,249	15,292
Total Current Assets	18,152	78,561
Non-Current Assets		
Property and equipment (note 5)	-	183,683
Exploration and evaluation assets (note 6)	-	529,681
Total Assets	\$ 18,152	\$ 791,925
Liabilities		
Current Liabilities		
Trade payables and accruals (note 7)	\$ 193,384	\$ 266,997
Notes payable to related party (notes 10, 15)	40,054	-
Other payable (note 7)	-	40,771
Total Current Liabilities	233,438	307,768
Non-current Liabilities		
Loan payable (note 9)	-	445,321
Total Liabilities	233,438	753,089
Shareholders' Equity		
Share capital (note 11)	3,798,227	3,397,479
Other capital reserve	649,725	649,725
Foreign currency translation reserve	-	136,037
Deficit	(4,663,238)	(4,144,405)
Total Shareholders' Equity	(215,286)	38,836
Total Liabilities and Shareholders' Equity	\$ 18,152	\$ 791,925

Nature of Operations and Going Concern (note 1)
Related Party Transactions (note 15)
Subsequent Events (note 18)

Mezzotin Minerals Inc.**Consolidated Statements of Loss and Comprehensive Loss****For the Years Ended December 31****(Expressed in Canadian Dollars)**

	2018	2017
Operating Expenses		
Consulting fees (note 15)	\$ 69,000	\$ 45,500
Professional fees	74,034	30,890
Salaries and wages	101,626	23,044
Shareholder communication	23,290	28,473
General and administrative	47,379	43,371
Depreciation	32,675	42,481
Total Operating Expenses	348,004	213,759
Operating Loss	(348,004)	(213,759)
Other Expenses/(Income)		
Loss on disposal of exploration and evaluation assets (note 6)	380,537	-
Gain on disposal of property and equipment (note 5)	(156,408)	-
Loss on sale of subsidiaries (note 8)	82,892	-
Foreign exchange gain on sale of subsidiaries	(142,298)	-
Rental income	-	(11,687)
Interest expense	6,106	4,114
Total Other Expenses/(Income)	170,829	(7,573)
Net Loss	(518,833)	(206,186)
Other Comprehensive Loss		
Foreign currency translation loss	(136,037)	(20,663)
Other Comprehensive Loss	\$ (654,870)	\$ (226,849)
Loss per share (note 13)	\$ (0.01)	\$ (0.00)
Weighted average number of shares outstanding - basic and diluted	53,810,040	48,979,100

Mezzotin Minerals Inc.

Consolidated Statements of Changes in Shareholders' Equity

For the years ended December 31

(Expressed in Canadian Dollars)

	Share Capital		Reserves		Deficit	Total
	Number	Amount	Other Capital Reserve	Foreign Currency Translation Reserve		
Balance as at December 31, 2016	48,979,100	3,397,479	649,725	156,700	(3,938,219)	265,685
Foreign currency translation loss				(20,663)		(20,663)
Net loss					(206,186)	(206,186)
Balance as at December 31, 2017	48,979,100	\$ 3,397,479	\$ 649,725	\$ 136,037	\$ (4,144,405)	\$ 38,836
Shares issued in settlement of loan payable	8,014,969	\$ 400,748			\$	400,748
Net loss in year					\$ (518,833)	\$ (518,833)
Foreign currency translation loss				(136,037)	\$	(136,037)
Balance as at December 31, 2018	56,994,069	\$ 3,798,227	\$ 649,725	\$ -	\$ (4,663,238)	\$ (215,286)

The accompanying notes are an integral part of these consolidated financial statements.

Mezzotin Minerals Inc.
Consolidated Statements of Cash Flows
For the years ended December 31
(Expressed in Canadian Dollars)

	2018	2017
Cash Flows from (to) Operating Activities		
Net loss	\$ (518,833)	\$ (206,186)
Adjustments for non-cash operating items		
Depreciation	32,675	42,481
Loss on disposal of exploration and evaluation assets	380,537	-
Gain on disposal of property and equipment	(156,408)	-
Foreign exchange gain on sale of subsidiaries	(142,298)	-
Loss on sale of subsidiaries	82,892	
	(321,435)	(163,705)
Changes in non-cash items operating activities		
Amounts receivable and other assets	3,043	(1,196)
Trade and other payables	(197,276)	39,479
Cash used in operating activities	(515,668)	(125,422)
Cash Flows from (to) Investing Activities		
Proceeds on disposal of property and equipment	317,328	-
Cash provided by investing activities	317,328	-
Cash Flows from (to) Financing Activities		
Loans receivable	139,907	127,979
Cash provided by financing activities	139,907	127,979
Effect of exchange rate changes on cash held in a foreign currency	1,067	(267)
Net increase (decrease) in cash	(57,366)	2,290
Cash, beginning of year	63,269	60,979
Cash, end of year	\$ 5,903	\$ 63,269
Supplemental cash flow information	2018	2017
Interest paid	-	-
Income taxes paid	-	-
Shares issued in settlement of loan payable	400,748	-
Exploration property transferred in settlement of loan payal	160,038	-

The accompanying notes are an integral part of these consolidated financial statements.

Mezzotin Minerals Inc.
Notes to the Consolidated Financial Statements
December 31, 2018 and 2017

1. Nature of Operations and Going Concern

Mezzotin Minerals Inc. ("Mezzotin" or the "Company") was incorporated as Zoolander Corporation on October 27, 2005 by Certificate of Incorporation issued under the *Business Corporations Act* (Ontario). The Company acquired all of the issued and outstanding shares of Adsani Exploration (Proprietary) Limited ("Adsani"), a private company incorporated on February 24, 2000 under the laws of the Republic of South Africa, which included its wholly-owned subsidiary Mezzotin Investments (Private) Limited ("Mezzotin ZIM"), a private company incorporated on January 10, 2000 under the laws of Zimbabwe in exchange for the issuance of 20,000,000 common shares of the Company. The shareholders of the Company approved the name change to Mezzotin Minerals Inc. on September 10, 2013.

Mezzotin's common shares are listed on NEX board of the TSX Venture Exchange under the symbol "MEZZ.H". The Company was notified by the TSX Venture Exchange that it does not meet the Exchange's continued listing requirements for a Tier 2 issuer and effective October 27th, 2017 the Company's listing was transferred to the NEX board. NEX is a separate board of the TSXV for companies previously listed on the TSXV or the Toronto Stock Exchange which have failed to maintain compliance with the ongoing financial listing standards of those markets.

The Company's registered office and the principal place of business is located at 150 York Street, Suite 1600, Toronto, Ontario, M5H 3S5.

At December 31, 2017, the Company was a Canadian-based mineral exploration company focused on the exploration for and development of mineral deposits in Africa. The Company was considered to be an early stage business and had not yet determined whether its properties contained mineral reserves that were economically recoverable. In the year ended December 31, 2018, the Company converted a significant portion of its debt to common shares, sold its mining assets as well as its Adsani subsidiary which included Mezzotin ZIM. As at December 31, 2018 the Company had no operating assets.

On November 13, 2018, the Company announced that it has entered into a binding letter agreement (the "Letter Agreement") with Indus Holding Company ("Indus"), a vertically integrated cannabis company located in Salinas, California with 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 shareholders of Indus. At a general meeting of the shareholders of Mezzotin Minerals Inc., on January 16, 2019 the shareholders approved the transaction with Indus subject to all the necessary regulatory approvals and the signing of a Definitive Agreement on the business combination. On March 29, 2019, the Company and Indus signed the Definitive Agreement subject to regulatory approval and on April 26, 2019 concluded the transaction. Effective the close of business on April 29th, 2019, the Mezzotin shares will be delisted from the TSX NEX board and shares of the successor company, Indus Holding, Inc. is expected to commence trading on the Canadian Stock Exchange shortly thereafter.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company continues to incur losses and has an accumulated deficit of \$4,663,238 at December 31, 2018. The Company's ability to continue as a going concern is dependent upon its ability to conclude a merger with an operating company or in obtaining the necessary financing to fulfill its obligations as they arise and repay its liabilities when they become due. External financing, predominantly by the issuance of equity or debt, may be sought to finance the operations of the Company. There is no assurance that the Company will be successful at these initiatives. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not reflect any adjustments to the carrying value of assets and liabilities that would be necessary if the going concern basis was not appropriate.

2. Basis of Presentation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and have been prepared on the historical cost basis.

These consolidated financial statements were authorized for issuance by the Board of Directors of the Company on April 26th 2019.

3. Significant Accounting Policies

Basis of consolidation

These consolidated financial statements include the operating results of the parent company and entities over which it has control including its wholly-owned subsidiary, Adsani and Adsani's wholly-owned subsidiary Mezzotin ZIM. All material intercompany transactions and related balances are eliminated on consolidation. As at December 31, 2018, the assets and liabilities of the subsidiary companies have either been sold or settled and the assets and liabilities effectively reflect that of the parent company alone.

Foreign currency translation

Items included in the financial statements of the Company's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company's subsidiaries is the United States Dollar. The consolidated financial statements are presented in Canadian Dollars, which is the Company's functional currency.

The assets and liabilities of the subsidiaries that have a functional currency different from that of the Company are translated into Canadian dollars at the closing rate at the date of the statement of financial position, and income and expenses are translated at the average rate for the year, which represents a reasonable approximation of the exchange rates at the date of the transactions. Foreign exchange gains or losses resulting from the translation are recognized in other comprehensive income and included in the foreign currency translation reserve in the shareholders' equity.

Transactions in currencies which are not the Company's functional currency are translated to the functional currency at exchange rate at the date of the transaction. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rate at the date of the statement of financial position, and non-monetary items are translated at historical rates of exchange.

3. Significant Accounting Policies (cont'd)

Property and equipment

Up to the time of their disposal, the property and equipment assets were recorded at acquisition cost less depreciation and accumulated impairment losses.

Where an item of property and equipment comprised significant components with different useful lives, the components are accounted for as separate items (major components) of property and equipment.

Depreciation was provided at rates calculated to write-off the cost of these assets commencing when available for use, less the estimated residual value, over their estimated useful lives, for the following classes of assets:

	Method	Rate
Exploration equipment	Declining balance	20%
Vehicles	Declining balance	20%

At December 31, 2018, the Company did not have any assets in this category, having sold the vehicles and equipment assets at November 30, 2018. The Company charged depreciation up to the time the assets were sold.

Exploration and evaluation assets

Up to the time of their disposal, the Company capitalized all initial and subsequent costs relating to the acquisition of, exploration for and development of mineral claims. Such costs include, but were not exclusive to, materials used, surveying costs, geological and geophysical studies, exploratory drilling and sampling, and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation, including general and administrative overhead costs, were expensed in the period in which they occur.

At December 31, 2018 the Company did not have any assets in this category, having disposed of its mining properties at September 30, 2018.

Share issue costs

Costs directly attributable with the raising of capital is charged against the related share capital. Costs related to the shares not yet issued are recorded as deferred financing fees. These fees are deferred until the issuance of the shares to which the fees related to, at which time the fees will be charged against the related share capital, net of any tax effects.

Share-based payments

The Company has a share-based plan to grant options to employees and non-employees. The fair value of options granted is measured using the Black-Scholes options pricing model, recognized as a share-based compensation expense and recognized over the length of the vesting period of the options granted, with a corresponding amount recognized in the share-based payments reserve. At each financial reporting date, the number of options recognized as an expense is adjusted to reflect the number of options expected to vest going forward. Consideration received on the exercise of options is recorded as share capital and the related amounts in other capital reserves is transferred to share capital. Share-based payments to non-employees are measured at fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received.

3. Significant Accounting Policies (cont'd)

Impairment of property and equipment

Up to the time of their disposal, the carrying amount of the Company's property and equipment were reviewed at each reporting period for any indicators that the carrying amount may not be recoverable. If any such indication exists, the recoverable amount of the asset was estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimated the recoverable amount of the cash generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash generating unit is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss. Where an impairment loss subsequently reverses, the carrying amount of the asset or the cash generating unit is increased to the revised estimate of its recoverable amount, but only to the extent that this does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash generating unit in prior periods. A reversal of an impairment loss is recognized immediately in profit or loss.

Financial instruments

Recognition and derecognition

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are derecognized when the rights to receive cash flows have expired or substantially all risks and rewards of ownership have been transferred.

Classification

Financial assets and liabilities are classified in the following measurement categories: i) those to be measured subsequently at fair value (either through profit or loss or through other comprehensive income), and ii) those to be measured subsequently at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss. For financial assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income. Classification of financial assets or financial liabilities at fair value through either profit or loss or other comprehensive income, is an irrevocable designation at the time of recognition.

Financial assets are reclassified when, and only when, the Company's business model for managing those assets changes. Financial liabilities are not reclassified. The Company has implemented the following classifications:

Cash and amounts receivable are classified as subsequently measured at amortized cost.

Trade payables and accrued liabilities, note payable, other payable, and loan payable are classified as other financial liabilities and are subsequently measured at amortized cost using the effective interest method. Interest expense is recorded in profit or loss.

3. Significant Accounting Policies (cont'd)

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial instruments not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issuance of that instrument. Transaction costs of financial instruments with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest are measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any change taken through profit or loss or other comprehensive income.

Impairment

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is significant increase in credit risk, the Company compares the risk of default occurring as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

Income taxes

Income tax expense comprises current and deferred income taxes. Income tax expense is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income.

Current income tax

Current income tax is the expected income tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The Company has not recognized any current income tax expense in this year and in 2017.

Deferred income tax

Deferred tax assets and liabilities are recognized for future tax consequences attributable to unused tax losses and unused tax credits and differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The following temporary differences are not provided for: initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable loss and is not a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized, or the liability settled.

A deferred tax asset is recognized to the extent that it is probable that the future taxable profits will be available against which the unused tax losses, unused tax credits and deductible temporary differences can be utilized. Recognized deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Unrecognized deferred tax assets are reviewed and reassessed at each reporting date to the extent it has become probable that the future taxable profit will allow the deferred tax asset to be recovered.

Compound financial instruments

Proceeds received on the issuance of units consisting of common shares and warrants are allocated based on the relative fair value method.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

3. Significant Accounting Policies (cont'd)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense and is applied as an offset to the specific obligation on the statement of financial position.

Loss per share

The basic loss per share is calculated by dividing the net loss attributable to common shareholders of any Company by the weighted average number of common shares outstanding during the period. The diluted loss per share is determined by adjusting the net loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments such as outstanding stock options and share purchase warrants. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the year. There were no outstanding options or warrants for the years ended December 31, 2018 and 2017 that would affect this calculation.

Critical accounting estimates, assumptions and judgements

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

Significant areas of judgment considered by management in the preparation of the consolidated financial statements are as follows:

Going Concern

Material uncertainty exists about the Company's ability to continue as a going concern, as a result of its history of operating losses and working capital deficiency as at December 31, 2018. Management has made an assessment about the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future, and accordingly these financial statements continue to be presented on the going concern basis.

4. New and Future Accounting Pronouncements

The following amendments were adopted by the Company in the fiscal years ending December 31, 2018 and 2017:

IFRS 9, Financial Instruments

IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39, Financial Instruments – Recognition and Measurement ("IAS 39") for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in comprehensive income indefinitely. Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. IFRS 9 was effective as at January 1, 2018, with early adoption permitted. The implementation of this standard did not have a material impact on the financial reporting of the Company.

4. New Accounting Standards and Interpretations (cont'd)

IFRS 15, Revenue from Contracts with Customers

IFRS 15 was issued in May 2014 to replace IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations on revenue. IFRS 15 establishes principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. IFRS 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively and improve guidance for multiple element arrangements. Companies can elect to use either a full or modified retrospective approach when adopting this standard and it was effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The implementation of this standard did not have a material impact on the financial reporting of the Company.

IFRS 2, Share-based Payment

In June 2016, the IASB issued amendments to IFRS 2, which expands upon the guidance for recognizing a liability for cash-settlement of a share-based payment as well as transactions with a net settlement feature for withholding tax obligations. These amendments are effective for annual periods beginning on or after January 1, 2018.

IFRS 4, Insurance Contracts

In September 2016, the IASB issued amendments to IFRS 4, which permits insurers to apply the overlay approach to designated financial assets and to reclassify in specified circumstances some or all of their financial assets so that the assets are measured at fair value through profit or loss. These amendments are effective for periods beginning on or after January 1, 2018.

The following accounting pronouncements have been issued but are not yet effective. The Company has not early adopted these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

IFRS 16, Leases

IFRS 16 was issued in January 2016, replaces IAS 17, Leases. IFRS 16 results in most leases being reported on the balance sheet for lessees, eliminating the distinction between a finance lease and an operating lease and is effective for annual periods beginning on or after January 1, 2019. Under IFRS 16, all operating leases, except for short term and low value leases, are expected to be accounted for as finance leases. IFRS 16 also does not apply to leases to explore for or use mineral, oil, natural gas and similar non-regenerative resources. The Company does not believe IFRS 16 will have a material impact on the financial reporting of the Company.

In December 2017, the IASB published Annual Improvements to IFRS Standards 2015–2017 Cycle, containing the following amendments to IFRS. These amendments are effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted.

IFRS 3, Business Combinations ("IFRS 3") and IFRS 11, Joint Arrangements ("IFRS 11") – The amendments to IFRS 3 clarify that when an entity obtains control of a business that is a joint operation, it remeasures previously held interests in that business. The amendments to IFRS 11 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not remeasure previously held interests in that business.

IAS 12, Income Taxes – The amendments clarify that the requirements in the former paragraph 52B (to recognize the income tax consequences of dividends where the transactions or events that generated distributable profits are recognized) apply to all income tax consequences of dividends by moving the paragraph away from paragraph 52A that only deals with situations where there are different tax rates for distributed and undistributed profits.

IAS 23, Borrowing Costs – The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings.

4. New Accounting Standards and Interpretations (cont'd)

The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

5. Property and Equipment

Cost	Exploration Equipment	Vehicles	Total
Balance January 1, 2017	\$ 216,419	\$ 163,015	\$ 379,434
Foreign currency translation	(14,217)	(10,708)	(24,925)
Balance December 31, 2017	202,202	152,307	354,509
Foreign currency translation	10,912	8,219	19,131
Disposal of assets	(213,114)	(160,526)	(373,640)
Balance December 31, 2018	\$ -	\$ -	\$ -

Accumulated Depreciation			
Balance January 1, 2017	\$ 74,828	\$ 64,085	\$ 138,913
Depreciation in year	25,008	17,473	42,481
Foreign currency translation	(5,768)	(4,800)	(10,568)
Balance December 31, 2017	94,068	76,758	170,826
Depreciation in year	19,236	13,439	32,675
Foreign currency translation	5,078	4,141	9,219
Disposal of assets	(118,382)	(94,338)	(212,720)
Balance December 31, 2018	\$ -	\$ -	\$ -

Net Book Value			
As at December 31, 2017	\$ 108,134	\$ 75,549	\$ 183,683
As at December 31, 2018	\$ -	\$ -	\$ -

On November 30, 2018, The Company's subsidiary Mezzotin Investments sold its mining equipment and vehicles for \$317,328 (US\$240,000). The sale resulted in a gain on disposal of \$156,408 over the book value at the time of sale.

6. Exploration and Evaluation Assets

The Company owned a 100% interest in the Sabi Star Property held by Mezzotin ZIM, through its wholly-owned subsidiary, Adsani. The property is comprised of 30 rare earth exploration permits covering a total of 2,348 hectares located in Eastern Zimbabwe, approximately 180 kilometers from Harare, Zimbabwe, approximately 250 kilometers from the border of South Africa. The property is located on the Odzi Gold Belt, a known mineralization belt having historically produced gold, copper, tin, tantalum, niobium and diamonds.

On May 9, 2018 the Company announced a definitive agreement for the sale of the Sabi Star properties to a Zimbabwean subsidiary of Max Mind Investment Limited ("Max Mind") for \$160,038 (US\$125,000). The transaction was subject to a number of conditions including regulatory approvals, independent valuation and approval by the shareholders of Mezzotin Minerals Inc.

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6. Exploration and Evaluation Assets (cont'd)

Max Mind is considered a related party as of May 25th, 2018 at which time it acquired a greater than 10% of the issued and outstanding shares of the Company.

The following table sets out the value in Canadian dollars at the time of the disposal.

	Mineral Rights	Exploration and Evaluation	Total
Balance January 1, 2017	\$ 5,717	\$ 561,204	\$ 566,921
Foreign currency translation	(376)	(36,864)	(37,240)
Balance December 31, 2017	5,341	524,340	529,681
Foreign currency translation	110	10,784	10,894
Disposal of assets in year	(5,451)	(535,124)	(540,575)
Balance December 31, 2018	\$ -	\$ -	\$ -

As at September 28, 2018, the Company had satisfied all the conditions and received the requisite approvals and the transfer was completed. The Company recorded a loss on the disposal of the properties of \$380,537 being the difference between the carrying value of the asset and the sales proceeds, expressed in Canadian dollars. The proceed from the sale were applied against amounts outstanding under the loan payable described in note 9.

7. Trade and Other Payables

	December 31, 2018	December 31, 2017
Falling due within the year:		
Trade payables	\$ 98,384	\$ 255,077
Accrued liabilities	95,000	52,691
	\$ 193,384	\$ 307,768

Trade payables generally have payment terms of up to 30 days. Included in trade payables at December 31, 2018 are amounts recorded prior to 2013 and are statute barred under the *Limitations Act* (Ontario). The balances total \$65,478 (2017 - \$65,478) are included in current liabilities reflecting the original accounting for the transactions. Under IFRS, a debt can only be removed from the Company's statement of financial position when it is extinguished meaning only when the contract is discharged, cancelled or expires.

Included in accrued liabilities as at December 31, 2018 is \$75,000 in bonuses to the Board and management of the Company.

8. Sale of Subsidiaries

On December 31, 2018 the Company concluded an arm's length sale of its Adsani and Mezzotin ZIM subsidiaries for a nominal consideration of \$1. Prior to the sale, the subsidiaries had disposed of their major assets and discharged their liabilities and at December 31, 2018 had net assets of \$82,893. Because of foreign currency restriction rules in Zimbabwe, the Company was not able to repatriate these assets in a timely manner and recorded a loss on the disposal of \$82,892.

9. Tribute Agreement and Loan Payable

On December 30, 2015, Mezzotin ZIM (the “Grantor”) entered into a tribute agreement whereby the rights to extract and sell minerals from the Company’s properties would be licensed to a third party (the “Tributor”). In return, the Grantor would receive a royalty of 20% of pre-tax profits from commercial mining operations, as defined in the Agreement, from the Tributor. The agreement was for a period of five years with an option to extend for an additional five years and is subject to all necessary regulatory approvals.

In conjunction with the Tribute Agreement transaction, the Company entered into a loan agreement also on December 30, 2015 with Max Mind a company related to the Tributor.

The loan was unsecured, accrues interest at the LIBOR rate for overnight deposits and matures 60 months from the date of advance of the loan proceeds. Once exploration and excavation of mineral at the Sabi Star property commences, the royalty payments under the tribute agreement were to be offset against the loan repayment, firstly to any accrued interest on the loan, and thereafter to the unpaid principal balance until fully repaid.

On May 25, 2018, the Company issues common shares to Max Mind to settle \$400,748 of the debt associated with the loan agreement (US\$310,000 plus accrued interest of US\$4,831) (see note 11) leaving a balance of approximately US\$40,000 outstanding on the loan.

The proceeds of \$160,038 (US\$125,000) from the sale of the exploration and evaluation assets was first applied against the \$51,212 (US\$40,000) balance of the loan payable with the remaining \$108,826 (US\$85,000) against the principal of the notes payable described in note 10.

10. Notes Payable

The Company borrowed \$60,845 (US\$50,000) on March 28, 2018 and \$79,062 (US\$60,000) on June 30, 2018 from Max Mind, a related party. The unsecured notes accrue interest at 5% per annum and are payable on demand. In the year ended December 31, 2018, the Company recorded interest of \$3,862 related to the notes.

As described in note 9, \$108,826 (US\$85,000) of the proceeds from the sale of the Companies exploration and evaluation assets were applied against the balance of the notes payable and as at December 31, 2018 the remaining principal outstanding on the notes was \$34,105 (US\$25,000).

Subsequent to the year end, the Company issued another promissory note to Max Mind in the amount of \$34,105 (US\$25,000) under the same terms and conditions.

On April 26, 2019, the Company closed its previously announced transaction with Indus Holdings. As part of the transaction, sufficient funds were made available to the Company to settle specific liabilities including the notes payable.

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11. Share Capital

Authorized share capital

Unlimited number of common shares

Issued and outstanding share capital

Issued share capital for the periods were as follows:

	Number of Shares	Amount
Balance as at January 1, 2017	48,979,100	\$ 3,397,479
No activity in year	-	-
Balance as at December 31, 2017	48,979,100	\$ 3,397,479
Shares issued on conversion of debt	8,014,969	400,748
Balance as at December 31, 2018	56,994,069	\$ 3,798,227

On April 10, 2018, the Company entered into an agreement, with Max Mind Investment Limited whereby the Company would issue 8,014,969 common shares at a deemed price of \$0.05 per share to settle a portion of the indebtedness owing to Max Mind, including principal and accrued interest, in the amount of \$400,748 (US\$314,831) advanced pursuant to the December 30, 2015 Loan Agreement. Regulatory approval for the transaction was received and the shares were issued on May 25th, 2018. Upon the issuance of the shares, Max Mind holds approximately 14.1% of the total 56,994,069 outstanding common shares of the Company. All share issued under the debt settlement agreement are subject to a four month hold period.

Stock Options and Warrants

In the years ended December 31, 2018 and 2017, the Company did not issue any stock options or warrants. As of December 31, 2018, and December 31, 2017, the Company had no stock options or warrants outstanding.

12. Income Taxes

Income Tax Expense

Reconciliation of income tax expense computed at statutory tax rates for the year ended December 31, 2018 of 26.5% in Canada (2017 – 26.5%), 28% in South Africa (2017 – 28%), and 15% in Zimbabwe (2017 – 15%) to the effective tax rate is as follows:

	2018	2017
Net loss before taxes	\$ (518,833)	\$ (206,16)
Statutory tax rate	20.6%	23.7%
Expected tax recovery at statutory rates	(106,913)	(48,789)
Non-deductible expenses	4,901	6,372
Change in unrecognized deferred tax asset	102,012	42,417
Income tax expense	\$ -	\$ -

12. Income Taxes (cont'd)

The components of income tax expense are as follows:

	2018	2017
Current income taxes	\$ -	\$ -
Deferred income taxes		
Origin of temporary differences	(102,012)	(42,417)
Unrecognized temporary differences	(243,096)	42,417
Sale of subsidiary	345,108	-
	-	-
Income tax expense	\$ -	\$ -

Deferred Income Taxes

Deferred income tax assets and liabilities represent the net tax effects of deductible temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts for income tax purposes. As at December 31, 2018, amounts are expected to be recovered at the rate of 26.5% in Canada (2017 – recoveries at 26.5% in Canada, 28% in South Africa, and 15% in Zimbabwe).

The Company has not recognized deferred tax assets as it is not probable that taxable profits will be available against which unused tax losses, unused tax credits and the deductible temporary differences can be utilized.

Significant components of the Company's unrecognized deferred tax assets are as follows:

	2018	2017
Non-capital losses in Canada	\$ 702,717	\$ 644,636
Non-capital losses in Zimbabwe and South Africa	-	301,177
	\$ 702,717	\$ 945,813

12. Income Taxes (cont'd)

The Company has non-capital losses of approximately \$2,651,762, which are available to be carried forward and used against future taxable income. These losses expire as follows:

2029	\$	454,626
2030		119,524
2031		528,214
2032		446,459
2033		284,855
2034		136,693
2035		135,461
2036		137,677
2037		155,319
2038		252,934
	\$	2,651,762

13. Net Loss per Common Share

For the year ended December 31, 2018, the weighted average number of common shares outstanding was 53,810,040 (2017 – 48,979,100).

14. Capital Management

The Company's objectives when managing its liquidity and capital are as follows:

- a) to safeguard the Company's ability to continue as a going concern such that it can continue in its exploration activities to provide returns to shareholders and benefits to other stakeholders.
- b) to secure sufficient cash and cash equivalents to fund the Company's business plans, including the exploration activities required for the development of its mineral property interests.

The Company considers the loan payable, note payable, and the items included in shareholders' equity in its definition of capital. As at December 31, 2018, the total capital under management was \$(175,232) (2017 - \$484,157).

The Company's primary uses of capital are to finance the exploration and property development activities required on its mineral properties, market and investor development, capital expenditures and other business expenses.

Management reviews its capital management approach on an ongoing basis. There were no material changes to this approach during the periods ended December 31, 2018 and December 31, 2017.

As at December 31, 2018 the Company is not subject to any externally imposed capital requirements.

15. Related Party Transactions

Related parties include the Board of Directors and officers of the Company and its subsidiaries including close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The following is a summary of the related party transactions:

- a) During the year ended December 31, 2018, the Company recorded rental income of \$nil (2017 – \$11,687) related to the rental of a vehicle to a company where the director of the Company's subsidiary was an officer.
- b) During the year ended December 31, 2018 the Company incurred costs of \$nil, (2017 – \$11,687) for office rent paid to a company where a Mezzotin ZIM Director was a senior officer. In 2017, the rental costs are included in General and Administrative expenses.
- c) During the year ended December 31, 2018 the Company incurred costs of \$69,000 (2017 - \$42,000) for executive and management services to a company controlled by an officer of the Company. The amounts are included in consulting fees.
- d) On September 28, 2018 the Company concluded a transaction whereby the mineral rights were sold for gross proceeds of \$160,038 to Max Mind, a company holding an interest greater than 10% of the common shares of Mezzotin Minerals. Sale of the mineral rights constituted a material asset and was subject to the review and approval of the TSX and other regulatory bodies. The transaction was also approved by the shareholders of Mezzotin Minerals at the Company's annual general meeting on June 25, 2018.
- e) In the year ended December 31, 2018 the Company recorded interest expense of \$3,862 on the notes payable described in note 10.
- f) In the year ended December 31, 2018 the Company recorded interest expense of \$2,488 (2017- \$4,114) on the loans payable described in note 9.
- g) The loan payable described in note 9 and the notes payable described in note 10 are due to a related party, Max Mind. Subsequent to the year end, the Company issued another promissory note to Max Mind for US\$25,000.
- h) At December 31, 2018, the Company accrued \$75,000 in bonus compensation to the senior officers and Board members.

16. Financial Instruments and Risk Management

Fair values

The Company classifies its financial assets and liabilities using a three-level hierarchy that reflects the significance of the inputs used in making fair value measurements for these assets and liabilities:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash and other financial assets have been classified as level 1. All other financial instruments are classified as level 3.

16. Financial Instruments and Risk Management (cont'd)

Financial risks

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risks including currency fluctuations and interest rates. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

Credit risk

The Company is exposed to credit risk with respect to cash and cash equivalents, amounts and other receivables. The risk arises from the non-performance of counterparties of contractual financial obligations. The Company manages its limited credit risk by maintaining substantially all its cash with major financial institutions in Canada.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows used in operations activities, anticipated from investing and financing activities, and taking into account the Company's holdings of cash.

As at December 31, 2018, the Company has cash of \$5,903 (2017 - \$63,269), and other financial assets of \$12,249 (2017 - \$15,292). As at December 31, 2018 the Company had a working capital deficit of \$215,286 (2017 - \$229,207). Trade and other payables generally have maturities of 30 days or less and are subject to normal trade terms.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's debt instrument is at a fixed rate of interest and not pegged to current market rates.

Foreign currency risk

Foreign currency risk is the risk that the fair value of financial instruments or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company's operations are exposed to foreign exchange fluctuations, which could have a significant adverse effect on its results from operations from time to time. The Company currently has financial instruments denominated in Canadian dollars and US dollars. A change in the foreign exchange rate of the Canadian dollar versus another currency may change the value of its financial instruments.

The Company's funds are kept in Canadian and US dollars at major international financial institutions. Operating funds are transferred to the operating company as required and are kept on deposit in US dollars. As at December 31, 2018 and 2017, the Company held US currency deposits of \$1,274 and \$42,616, respectively.

The Company sold its foreign operations as of December 31, 2018. On a go-forward basis, The Company believes that a change of 10% in foreign exchange rates would have an impact of under \$1,000 and is primarily related to the interest on the note payable denominated in US dollars.

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17. Operating Segments

Segmented information is provided on the basis of geographical segments as the Company operates in one industry, the exploration and evaluation of mineral properties, but manages its business and exploration activities through Canada. The business segments provided reflect the management structure of the Company and the way in which the Company's Board of Directors review business performance.

The following is an analysis of the Company's operating losses and results from continuing operations by geographical location:

As at December 31, 2018	Canada	Zimbabwe	Total
Current assets	\$ 18,152	\$ -	\$ 18,152
Exploration and evaluation assets	\$ -	\$ -	\$ -
Property and equipment assets	\$ -	\$ -	\$ -
Total assets	\$ 18,152	\$ -	\$ 18,152
Current liabilities	\$ 233,438	\$ -	\$ 307,768
For the year ended December 31, 2018			
Net loss	\$ (183,083)	\$ (335,750)	\$ (518,833)

As at December 31, 2017	Canada	Zimbabwe	Total
Current assets	\$ 70,674	\$ 7,887	\$ 78,561
Exploration and evaluation assets	\$ -	\$ 529,681	\$ 529,681
Property and equipment assets	\$ -	\$ 183,683	\$ 183,683
Total assets	\$ 70,674	\$ 721,251	\$ 791,925
Current liabilities	\$ 147,842	\$ 159,926	\$ 307,768
Long term liabilities	\$ 393,508	\$ 51,813	\$ 445,321
For the year ended December 31, 2017			
Net loss	\$ (155,319)	\$ (50,867)	\$ (206,186)

For the purposes of monitoring segment performance and allocating resources between segments:

- All assets are allocated to reportable segments. Assets used jointly by reportable segments are reported as part of the Canadian reportable segment; and
- All liabilities are allocated to reportable segments, current and deferred tax liabilities, and other liabilities. Liabilities for which reportable segments are jointly liable are allocated in proportion to segment assets.

18. Subsequent Events

On November 13, 2018, the Company announced that it has entered into a binding letter agreement (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 constitute a business combination that will result in a reverse takeover of Mezzotin by the shareholders of Indus.

On April 2, 2019, Indus and the Company announced the signing of the Definitive Agreement detailing the terms of the business transaction. In general terms, the current Mezzotin shareholders will exchange their Mezzotin shares for approximately \$2.25 million in value of Indus shares, less any working capital deficiency, exclusive of certain transaction costs and liabilities.

On April 26th, 2019, Indus and the Company closed the business combination. As such, Mezzotin Minerals Inc. will be delisted from the TSX Venture exchange at the close of business April 29th, 2019, the Mezzotin Minerals shareholders will receive shares in the new company Indus Holdings, Inc. which is expected to commence trading on the Canadian Stock Exchange on April 30, 2019. As part of the transaction, the Mezzotin Mineral shares were consolidated at a ratio of 485.3 Mezzotin shares for one Indus Holdings, Inc. share.