

FORM 51-102F3
Material Change Report

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF
NATIONAL INSTRUMENT NO. 51-102**

Item 1. **Reporting Issuer**

Indus Holdings, Inc. (the “Company”)
19 Quail Run Circle
Suite B
Salinas, California
93907

Item 2. **Date of Material Change**

A material change took place effective April 26, 2019

Item 3. **Press Release**

On April 29, 2019, a news release in respect of the material change was disseminated by the Company.

Item 4. **Summary of Material Change**

The Company announced that it had completed its previously announced business combination with Salinas, California-based Indus Holding Company ("Indus") which resulted in a reverse takeover of the Company by the security holders of Indus, and the subordinate voting shares of the Company will commence trading on the Canadian Stock Exchange effective at market open on April 30, 2019, under the new symbol INDS.

Item 5. **Full Description of Material Change**

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

Item 6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

Item 7. **Omitted Information**

No information has been omitted.

Item 8. **Executive Officer**

Tina Maloney

Item 9. **Date of Report**

DATED at Toronto, in the Province of Ontario, this 21st day of May, 2019.

SCHEDULE "A"

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.

INDUS Holdings, Inc. (formerly Mezzotin Minerals Inc.) Announces Completion of Reverse Takeover and Commencement of Trading

Toronto, Ontario and Salinas, California – April 29, 2019 – INDUS Holdings, Inc. (formerly Mezzotin Minerals Inc.) (CSE:INDS) (the "**Company**") is pleased to announce that it has completed its previously announced business combination with Salinas, California-based Indus Holding Company ("**Indus**") which resulted in a reverse takeover of the Company by the security holders of Indus (the "**Transaction**"). Effective at the close of markets on April 29, 2019, the common shares of the Company ("**Existing Mezzotin Shares**") will be delisted from the NEX board of the TSX Venture Exchange, and the subordinate voting shares of the Company ("**Subordinate Voting Shares**") will commence trading on the Canadian Stock Exchange (the "**CSE**") effective at market open on April 30, 2019, under the new symbol INDS.

INDUS Holdings, Inc. is a Salinas, California-based vertically integrated cannabis company with advanced production capabilities, including cultivation, extraction, manufacturing, brand sales & marketing, and distribution. Founded in 2014, Indus offers services supporting every step of the supply chain and an extensive portfolio of owned and licensed products, including Altai Brands, The Original Pot Co., MOON, Acme, Beboe, Dixie Elixirs & Edibles, and Orchid Essentials. INDUS Distribution, a division of Indus, is a leading distributor of cannabis products, servicing brands and licensed retailers throughout California. Following the completion of the Transaction, the Company will focus on the operations of Indus on a going-forward basis.

"This is a day that we have been preparing for since our first edible products were packaged and distributed throughout California," says Indus co-founder and Chief Executive Officer Robert Weakley. "Through challenge after challenge, we have strived to remain at the forefront of this incredible – and still growing – industry, and now we are proud to see Indus listed on the Canadian Securities Exchange."

Terms of the Transaction

Pursuant to the Transaction, the Existing Mezzotin Shares were redesignated as a new class of Subordinate Voting Shares on the basis of one Subordinate Voting Shares for every 485.3 Existing Mezzotin Shares. In addition, INDUS created a new class of voting common shares and a new class of non-voting redeemable common shares ("**Convertible Shares**") and the outstanding shares of INDUS ("**INDUS Shares**") were reclassified as Convertible Shares at a rate of one (1) Convertible Share for every one (1) INDUS Share held. The Company also amended its articles in connection with the Transaction to (i) continue from the Province of Ontario to the Province of British Columbia; and (ii) change its name from "Mezzotin Minerals Inc." to "INDUS Holdings, Inc."

Under the Transaction: (i) non-U.S. shareholders of INDUS (and such U.S. shareholders of INDUS as elected to participate) then contributed their Convertible Shares to the Company in exchange for Subordinate Voting Shares at a rate of one (1) Subordinate Voting Share for every one (1) Convertible Share contributed, and on a going-forward basis, U.S. shareholders of INDUS may from time to time elect to redeem their Convertible Shares in exchange for Subordinate Voting Shares at the same rate (or under certain circumstances for the cash value of such shares as provided in the share terms for the Convertible Shares); (ii) a designated founder of INDUS subscribed for non-participating, super-voting shares of the Company ("**Super Voting Shares**") carrying voting rights that, in the aggregate, represent approximately 85% of the voting rights of the Company upon completion of the Transaction on a fully diluted basis; (iii) all warrants of INDUS (including compensation options issued to financial advisors) remained outstanding and will now entitle the holders thereof to acquire Convertible Shares on the same terms and conditions and on an economically equivalent basis; and (iv) all stock options of INDUS outstanding under INDUS' existing equity incentive plan were assumed by the

Company and will now entitle the holders thereof to acquire Subordinate Voting Shares on the same terms and conditions and on an economically equivalent basis in lieu of securities of Indus.

In connection with the Transaction, INDUS completed a private placement (the “**Concurrent Financing**”) through a special purpose finance company (“**FinanceCo**”) on April 2, 2019, pursuant to which FinanceCo issued an aggregate of 3,435,762 subscription receipts (“**Subscription Receipts**”) at a price of Cdn\$15.65 per Subscription Receipt to raise aggregate gross proceeds of approximately US\$40,000,000. Beacon Securities Limited (“**Beacon**”) acted as lead agent and sole bookrunner in connection with the Concurrent Financing, on behalf of a syndicate of agents, including Canaccord Genuity Corp., Cormark Securities Inc., Eight Capital and INFOR Financial Inc. (together with Beacon, the “**Agents**”). The gross proceeds of the Concurrent Financing, less certain associated expenses, were deposited into escrow (the “**Escrowed Proceeds**”) pending satisfaction of certain specified release conditions (the “**Escrow Release Conditions**”), all of which were satisfied immediately prior to the completion of the Transaction. As a result, the Escrowed Proceeds were released to FinanceCo prior to the closing of the Transaction, and each Subscription Receipt was automatically converted, for no additional consideration, into one common share of FinanceCo (“**FinanceCo Share**”). Following satisfaction of the Escrow Release Conditions, in connection with the Transaction, the Company acquired all of the issued and outstanding FinanceCo Shares pursuant to a three-cornered amalgamation (the “**Amalgamation**”), and the former holders thereof (including the former holders of FinanceCo Shares acquired upon conversion of the Subscription Receipts) each received one Subordinate Voting Share in exchange for each FinanceCo Share held.

Also in connection with the Concurrent Financing, FinanceCo issued an aggregate of 197,533 broker warrants (“**Broker Warrants**”) to the Agents as partial consideration for their services in connection with the Concurrent Financing, each of which was exercisable to acquire one FinanceCo Share at an exercise price of Cdn\$15.65 for a period of 2 years from the satisfaction of the Escrow Release Conditions. Upon completion of the Amalgamation, the Broker Warrants were exchanged for compensation options of the Company which are exercisable to acquire Subordinate Voting Shares in lieu of FinanceCo Shares, otherwise upon the same terms and conditions.

Upon completion of the Transaction, the board of directors of the Company consists of the following seven directors: Robert Weakley (CEO of Indus); Mark Ainsworth (Executive VP and Co-Founder of Indus); Tina Maloney (CFO and Corporate Secretary of Indus); Stephanie Harkness (Lead Independent Director); Bill Anton (Independent Director), Arthur Maxwell (Independent Director); and Sam Tramiel (Independent Director), and the officers of the Company consist of: Robert Weakley, CEO; Mark Ainsworth, Executive Vice President; and Tina Maloney, CFO & Corporate Secretary.

For further details of the Transaction and Indus, including biographies of each of the new directors and officers of the Company upon closing of the Transaction, please refer to the CSE listing statement of the Company dated April 23, 2019, available on SEDAR at www.sedar.com.

For more information please contact:

Investors Relations Contact

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INDUS Holdings, Inc. Company Contact

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

*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, expectations for the effects of the Transaction or the ability of the 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 potential impact of the consummation of the 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 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.