

MEZZI HOLDINGS INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting (the “Meeting”) of the Shareholders of **MEZZI HOLDINGS INC.** (the “Company”) will be held at **1600 – 609 Granville Street, Vancouver, British Columbia**, on the **19th** day of **January, 2015** at **10:00 a.m.** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended April 30, 2014, together with the auditor’s report thereon;
2. To fix the number of directors at four;
3. To elect directors for the ensuing year;
4. To appoint the auditor for the Company for the ensuing year;
5. To re-approve the stock option plan of the Company;
6. To consider and, if thought fit, to approve an ordinary resolution confirming, ratifying and approving the Company's Advance Notice Policy, as more particularly described in the accompanying information circular; and
7. To transact such other business as may properly come before the Meeting and any adjournments thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed and then complete and return the Proxy within the time set out in the Notes. As set out in the Notes, the enclosed Instrument of Proxy is solicited by Management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

Dated at Vancouver, British Columbia, this 22nd day of December, 2014.

BY ORDER OF THE BOARD

“Raif Adelberg”

Raif Adelberg
President