

**EARLY WARNING REPORT UNDER
NATIONAL INSTRUMENT 62-103**

(a) Name of the relevant reporting issuer:

Mezzi Holdings Inc. (the "**Issuer**")

(b) Date of the acquisition

September 21, 2015

(c) Name and Address of offeror:

Keir Reynolds (the "**Offeror**")
Suite 3004, 108 West Cordova Street
Vancouver, British Columbia
V6B 0G5

(d) Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:

The Offeror has acquired ownership and control of 2,500,000 units (the "**Units**") of the Issuer. The Units are comprised of 2,500,000 common shares (the "**Shares**"), in the capital of the Issuer and common share purchase warrants (the "**Warrants**") entitling the Offeror to purchase an additional 1,250,000 common shares (the "**Warrant Shares**") until September 21, 2017 at a price of \$0.25 per Warrant Share. The acquisition of the Shares by the Offeror represents approximately 5.8% of the Issuer's current issued and outstanding common shares, and the acquisition of the Warrants by the Offeror represents approximately 48.7% of the issued and outstanding warrants of the Issuer.

(e) Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:

Following completion of the transaction, the Offeror, and Mammoth Market Advisory Corp. (a company owned and controlled by the Offeror), have ownership and control of 4,855,000 common shares of the Issuer, representing 11.2% of the issued and outstanding common shares of the Issuer, 1,250,000 Warrants, and 550,000 share purchase options (assuming exercise of all of the options and Warrants held by the Offeror, the Offeror would have ownership and control of 6,655,000 common shares representing approximately 15.3% of the then issued and outstanding common shares of the Issuer).

(f) Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) over which

(i) the offeror, either alone or together with any joint actors, has ownership and control:

Following completion of the transaction, the Offeror, and Mammoth Market Advisory Corp. (a company owned and control by the Offeror), have ownership and control over 4,855,000 common shares of the Issuer, representing 11.2% of the issued and outstanding common shares of the Issuer, 1,250,000 Warrants and 550,000 share purchase options (assuming exercise of all of the options and Warrants held by the Offeror, the Offeror would have ownership and control of 6,655,000 common

shares representing approximately 15.3% of the then issued and outstanding common shares of the Issuer).

- (ii) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor:**

Not applicable.

- (iii) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:**

Not applicable.

- (g) Name of the market in which the transaction or occurrence that gave rise to the news release took place:**

Not applicable, the Units were acquired by the Offeror pursuant to a private placement.

- (g.1) The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release:**

The Offeror acquired the Units at an effective price of C\$0.15 per Unit.

- (h) Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The Offeror acquired the Units for investment purposes and may in the future acquire or dispose of additional securities of the Issuer, through the market, privately or otherwise, as circumstances or market conditions warrant.

- (i) General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

Not applicable.

- (j) Names of any joint actors in connection with the disclosure required by this report:**

Mammoth Market Advisory Corp.

- (k) In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:**

The Offeror acquired the Units at an effective price of C\$0.15 per Unit.

- (l) If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:**

Not applicable.

- (m) **If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance:**

The Offeror relied on section 2.3 of National Instrument 45-106 – Prospectus and Registration Exemptions in connection with the issuance of the Units.

Dated this 21st day of September, 2015.

/s/ "Keir Reynolds"

KEIR REYNOLDS