

51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

MEZZI HOLDINGS INC.
#1001 – 1185 West Georgia Street
Vancouver, B.C.
V6E 4E6

Item 2 Date of Material Change

April 11, 2017

Item 3 News Release

A news release was issued in Vancouver, British Columbia on April 11, 2017 and distributed through Accesswire.

Item 4 Summary of Material Change

The Company enters agreement to acquire stake in e-commerce firm.

Item 5 Full Description of Material Change

The Company announced that it has entered into an agreement to invest and acquire a majority stake in MEKENIX COMMERCE INC. ("MEKENIX").

The Transaction:

Pursuant to the transaction, MEKENIX will receive from MEZZI, 7,650,000 common shares of MEZZI in exchange for a 51% ownership stake in MEKENIX. In addition, MEKENIX will also receive up to USD\$300,000 in additional cash funding based upon hitting certain performance milestones.

The transaction is subject to certain conditions, including TSX Venture Exchange and regulatory approval.

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

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

The following officer of the Company is knowledgeable about the material change disclosed in this report:

Keir Reynolds, CEO
Tel: (778) 998-9242

Item 9 Date of Report

April 11, 2017