

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

July 17, 2017

Item 3 News Release

A news release was issued in Vancouver, British Columbia on July 17, 2017.

Item 4 Summary of Material Change

The Company announces share consolidation and appointment/resignation of directors.

Item 5 Full Description of Material Change

The Company announced its intention to complete a consolidation of its issued and outstanding common shares on the basis of one new share for every ten shares outstanding.

The proposed share consolidation is subject to TSX Venture Exchange acceptance. A news release will be issued when the effective date of the consolidation has been determined.

The Company also announced the resignation of John Veltheer as a director, and the appointment of Dr. Robert Falls as a new director.

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

July 17, 2017