

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

November 24, 2017

Item 3 News Release

A news release was issued in Vancouver, British Columbia on November 24, 2017.

Item 4 Summary of Material Change

The Company announces \$3.0 Million Private Placement

Item 5 Full Description of Material Change

The Company announces certain management changes.

The Company announced that it intends to complete a non-brokered private placement to raise up to \$3,000,000 through the distribution of 15 million units of the Company at a price of \$0.20 per unit. Each unit will comprise one common share (“Shares”) and one-half of one share purchase warrant (“Warrants”), each whole Warrant entitling the holder to acquire one additional Share at \$0.35 for a period of 12 months.

The Warrants will include an acceleration clause to the effect that if at any time after four months following the issuance of the Warrants, the closing trading price of the Shares on the TSX Venture Exchange (the “Exchange”) is greater than \$0.50 per Share for a period of ten consecutive trading days, then the Company may give notice to the holders of Warrants of its intention to shorten the exercise term of the Warrants, following which the holders thereof will have a period of not less than 30 days to exercise the Warrants, failing which the Warrants will automatically expire.

The Company has executed a non-binding letter of intent to make an initial investment in a private blockchain technology company. No definitive documentation has yet been signed by the parties, and there is no certainty that such documentation will be signed. This proposed investment is anticipated to be the first of several to enhance the use of e-commerce, blockchain and cryptocurrency technologies in the markets in which the Company currently carries on business, and in related sectors.

The Company will complete a portion of the private placement pursuant to the conditions described in Multilateral CSA Notice 45-318, prospectus exemption for certain distributions through an investment dealer, and the corresponding instruments, orders and rules implementing CSA 45-318 in the participating jurisdictions. In addition to conducting the private placement pursuant to the investment dealer exemption, the Company will also accept subscriptions for units where other prospectus exemptions are available, including from accredited investors. In accordance with the investment dealer exemption, the Company advises that, as at the date hereof, there is no material fact or material change in respect of the Company that has not been generally disclosed. The Company further advises that there is no minimum number of units being offered pursuant to the private placement.

The net proceeds of the private placement will be used by the Company for working capital purposes and for business opportunities or investments which expand the Company’s business through use of blockchain, cryptocurrency and e-commerce technologies. Closing

of the private placement is subject to receipt of all necessary regulatory approvals, including approval of the Exchange. Finders' fees may be paid in connection with the offering.

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

November 24, 2017