

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

January 30, 2018

Item 3 News Release

A news release was issued in Vancouver, British Columbia on January 30, 2018.

Item 4 Summary of Material Change

The Company Closes First Tranche of Private Placement

Item 5 Full Description of Material Change

The Company announced that it has closed a tranche of its previously announced private placement (see news release dated January 3, 2018) totalling \$2,696,101. These funds were raised by the Company issuing 12,255,007 units at a price of 0.22 cent per unit. Each unit consists of one common share and one half of one common share purchase warrant entitling the holder thereof to purchase one additional common share for a period of 12 months from the closing date at a price of 35 cents. The Company intends to close the balance of the financing shortly and is now in receipt of all repriced subscription agreements.

In connection with the private placement, the company paid aggregate cash commissions of \$144,935.12 and issued 658,796 brokers' warrants, each such broker's warrant entitling the holder to acquire one common share of Mezzi at 35 cents for a period of 12 months from the closing date.

All shares, together with any shares that may be issued on exercise of the warrants and brokers' warrants, will be subject to a hold period of 4 months from the date of issuance.

The Company intends to use the proceeds of the private placement for: (i) working capital purposes, (ii) to pursue and make an investment in the previously disclosed private company that has developed a technology which provides an auditing platform for various on-line transactions, and (iii) for business opportunities or investments which pertain to or enhance the company's core business.

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

January 30, 2018