

**Item 1 Name and Address of Company**

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

February 1, 2018

**Item 3 News Release**

A news release was issued in Vancouver, British Columbia on February 1, 2018.

**Item 4 Summary of Material Change**

The Company increases Private Placement

**Item 5 Full Description of Material Change**

The Company announced that it has upsized its non-brokered private placement to now consist of 20,760,104 units of the Company at a price of \$0.22 per unit raising \$4,567,223. 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 (subject to acceleration).

The Company has closed a tranche of its previously announced private placement totalling \$2.69-million and intends to close the balance of the financing shortly as it is in receipt of all subscription agreements.

The Company confirms that the net proceeds of the private placement will be used by the Company 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. Any proposed transaction outside of the Company’s core business may require a full change of business application with the TSXV.

Closing of the balance 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**

February 1, 2018