

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

December 19, 2017

Item 3 News Release

A news release was issued in Vancouver, British Columbia on December 19, 2017.

Item 4 Summary of Material Change

The Company to Close First Tranche of Private Placement

Item 5 Full Description of Material Change

The Company announced that further to its news release of November 24, 2017, it intends to close on an initial tranche of \$350,000 of its non-brokered private placement, through the issuance of 1,750,000 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 (subject to acceleration). The Company intends to close the balance of the \$3,000,000 financing before year end and has received completed subscription agreements for the full balance.

The Company clarified its earlier disclosure regarding its intention 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. The private company being pursued (“Target”) has developed a technology that provides an “auditing platform” for various on-line transactions. Mezzi feels the technology can be adapted for use in on-line retailing, its current business focus.

The Company also clarified 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 Target, 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 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

December 19, 2017