

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 **Name and Address of Company**

Namaste Technologies Inc. (the “Corporation”)  
Suite 2300 – 550 Burrard Street  
Vancouver, BC V6C 2B5

ITEM 2 **Date of Material Change**

October 25, 2018.

ITEM 3 **News Releases**

A press release was issued through Marketwired on October 25, 2018.

ITEM 4 **Summary of Material Changes**

The Company announced that it closed a previously announced “bought deal” financing of 17,250,000 units (including the full exercise of the over-allotment option) for aggregate gross proceeds of \$51,750,000.

ITEM 5 **Full Description of Material Change**

*5.1 – Full Description of Material Change*

The Company closed its previously announced “bought deal” short form prospectus offering of units, including the exercise in full of the overallotment option (the “Offering”). A total of 17,250,000 units of the Company (“Units”) were sold at a price of \$3.00 per Unit for aggregate gross proceeds of \$51,750,000. The Offering was completed by a syndicate of underwriters led by Eight Capital and Canaccord Genuity Corp. as co-lead underwriters and joint bookrunners, and including Laurentian Bank Securities Inc. (the “Underwriters”). Each Unit was comprised of one common share in the capital of the Company (a “Common Share”) and three-quarters of one Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant entitles the holder thereof to purchase one Common Share at a price of \$3.15 until October 25, 2023. It is anticipated that the Warrants will commence trading on the TSXV on Monday, October 30, 2018 under the symbol “N.WT.A”.

In consideration for their services, the Underwriters received a cash commission equal to 6% of the gross proceeds of the Offering and compensation options (each a “Compensation Option”) equal to 6% of the Units sold pursuant to the Offering. Each Compensation Option entitles the holder thereof to purchase one Unit at the Issue Price until October 25, 2023.

*5.2- Disclosure for Restructuring Transactions*

Not Applicable.

ITEM 6 **Reliance of subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**ITEM 7**    **Omitted Information**

Not applicable.

**ITEM 8**    **Executive Officer**

The name and business number of an executive officer of the Company who is knowledgeable about the material change and this report is:

Sean Dollinger, CEO  
T: 786-389-9771

**ITEM 9**    **Date of Report**

October 25, 2018.