

Form 51-102F3
MATERIAL CHANGE REPORT

- Item 1. **Name and Address of Reporting Issuer**
- Namaste Technologies Inc. ("**Namaste**" or the "**Company**")
1600 – 100 King Street West
Toronto, Ontario M5X 1G5
- Item 2. **Date of Material Change**
- November 1, 2019
- Item 3. **News Release**
- A news release announcing the material change referred to in this report was disseminated on November 1, 2019 through Globe Newswire and subsequently filed under the Company's profile on SEDAR at www.sedar.com.
- Item 4. **Summary of Material Changes**
- The Company announced the appointment of Mr. Baran Dilaver to its board of directors and Ms. Annie Holmes as chief financial officer of the Company. The Company also announced the resignation of Mr. Kenneth Jones as director and Mr. Ken Ngo as chief financial officer of the Company.
- Item 5. **Full Description of Material Change**
- See attached Schedule "A".
- Item 6. **Reliance on subsection 7.1(2) of National Instrument 51-102**
- Not applicable.
- Item 7. **Omitted Information**
- Not applicable.
- Item 8. **Executive Officer**
- For further information, please contact:
- Meni Morim, Chief Executive Officer
Email: meni.m@namastetechnologies.com
Telephone: (647) 695-5323
- Item 9. **Date of Report**
- November 7, 2019

Schedule "A"

Please see attached.



Namaste Technologies Announces Changes to Management and Board of Directors

Toronto, Ontario, Canada – November 1, 2019 Namaste Technologies Inc. (“**Namaste**” or the “**Company**”) (TSXV: N) (FRANKFURT: M5BQ) (OTCMKTS: NXTTF), a leading online platform for cannabis products, accessories, and responsible education, is pleased to announce the appointment of Mr. Baran Dilaver to its board of directors and Ms. Annie Holmes as chief financial officer. Ms. Holmes succeeds Ken Ngo who will be leaving Namaste to pursue another opportunity.

“I would like to welcome both Mr. Dilaver and Ms. Holmes to the Namaste team as they bring extensive experience and capabilities as we move the Company into the next stage of growth,” said Meni Morim, CEO of Namaste Technologies. “The addition of Baran and Annie, two outstanding individuals with significant experience in cannabis, consumer packaged goods and financial strategies, will help drive the Company forward.”

Mr. Baran Dilaver is an entrepreneur, creator, and accomplished executive. He has served as CEO and COO at public and private companies, launched over a dozen well-known brands worldwide, and has developed many award-winning products for prominent institutions. His previous venture, Firefly Vapor, where he served as the COO and CMO, was recently sold to a larger company and the ensuing company went public in early 2019. Baran recently helped facilitate one of the largest Series A capital raises in cannabis, \$35M for Mile High Labs, and co-founded FutureScape, a technology focused product design and branding firm, and AccessX, a boutique venture capital firm, focused on biotech and cannabis. Mr. Dilaver has an extensive background in cannabis and consumer packaged goods and is a frequent speaker at industry conferences. He studied Economics at the University of California, Berkeley, where he excelled in academics and athletics earning scholarships in both fields.

Ms. Annie Holmes is a strategic thinker with over 15 years of senior executive experience leading corporations through complex restructurings, international expansion and large capital transactions. As Principal of Chartered Course, she provided strategic and financial advice to public and private clients in both the domestic and international markets. She has held the position of chief financial officer for a number of private companies and senior financial roles with publicly traded Smart Employee Benefits Inc. and Katanga Mining Inc. Ms. Holmes received her ICD.D designation from the Rotman School of Management, holds a Bachelor of Arts Honours from the University of Toronto, and earned her Chartered Accountant designation with Grant Thornton.

In accordance with the terms of the consulting agreement between Namaste and Ms. Holmes providing for the provision of services as chief financial officer of the Company, Ms. Holmes is entitled to participate in the Company's stock option plan. Subject to approval by the board of directors of the Company, Ms. Holmes will be granted stock options in connection with the commencement of her engagement. A subsequent news release disclosing the number of stock options to be granted to Ms. Holmes and the terms of such stock options will be disseminated upon approval by the board of directors.

Namaste also announces that Kenneth Jones has resigned from the Company's board of directors. The Company would like to thank Mr. Jones and Mr. Ngo for their service and dedication and wish them well in their future endeavors.

About Namaste Technologies Inc.

With headquarters in Toronto, ON, and offices in both B.C. and around the globe, Namaste Technologies is the world's leading online platform for cannabis products, accessories, and responsible education. The company's 'everything cannabis store', CannMart.com, provides customers with a diverse selection of hand-picked products from a multitude of federally-licensed cultivators, all on one convenient site. Namaste's global technology and continuous innovation address local needs in a

burgeoning cannabis industry requiring smart solutions. For further information about Namaste, please visit NamasteTechnologies.com

For more information please contact:

Incite Capital Markets

Eric Negraeff / Darren Seed

Ph: 604.493.2004

For Meni Morim, CEO

Email: ir@namastetechnologies.com

Information on the Company and its many products can be accessed through the links below:

NamasteTechnologies.com

NamasteMD.com

Cannmart.com

NamasteVapes.ca

Everyonedoesit.ca

FORWARD-LOOKING INFORMATION – This news release contains “forward-looking information” within the meaning of applicable securities laws. All statements contained herein that are not historical in nature contain forward-looking information. Forward-looking information can be identified by words or phrases such as “may”, “expect”, “likely”, “should”, “would”, “plan”, “anticipate”, “intend”, “potential”, “proposed”, “estimate”, “believe” or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions “may” or “will” happen. The forward-looking information contained herein is made as of the date of this press release and is based on assumptions management believed to be reasonable at the time such statements were made, including management’s perceptions of Namaste’s standing in the online marketplace for cannabis products, future growth, the proposed grant of incentive stock options to Annie Holmes in connection with her engagement as chief financial officer of the Company, results of operations, operational matters, historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances. While we consider these assumptions to be reasonable based on information currently available to management, there is no assurance that such expectations will prove to be correct. By their nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the forward-looking information in this press release. Such factors include, without limitation: risks relating to the Company’s ability to execute its business strategy and the benefits realizable therefrom, risks specifically related to the Company’s international operations, and risks relating to the market price of the Common Shares. Additional risk factors can also be found in the Company’s current MD&A and annual information form, both of which have been filed under the Company’s SEDAR profile at www.sedar.com. Readers are cautioned not to put undue reliance on forward-looking information. The Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release or has in any way approved or disapproved of the contents of this press release.