

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Namaste Technologies Inc. (“**Namaste**” or the "**Company**")  
1600 – 100 King Street West  
Toronto, Ontario M5X 1G5

**2. Date of Material Change**

August 26, 2019

**3. News Release**

A press release was disseminated through GlobeNewswire on August 26, 2019 and subsequently filed on SEDAR.

**4. Summary of Material Change**

Namaste announced that Meni Morim has been appointed Chief Executive Officer of the Company and has further been appointed as a director of the Company.

**5. Full Description of Material Change**

Namaste announced that its board of directors has named Meni Morim as Chief Executive Officer and appointed him to the Company’s board of directors. Meni has served as the Company’s interim Chief Executive Officer since February 4, 2019 and the Company’s Chief Product Officer since May of 2018. For further information, please see attached news release.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

For further information, please contact:  
Kenneth Ngo Chief Financial Officer  
Telephone: (604) 661-1101

**9. Date of Report.**

September 10, 2019



## **Namaste Technologies Announces Permanent CEO and Appointment to Board of Directors**

**Toronto, Ontario, Canada – August 26, 2019** Namaste Technologies Inc. (“**Namaste**” or the “**Company**”) (TSXV: N) (FRANKFURT: M5BQ) (OTCMKTS: NXTTF) today announced that its board of directors has named Meni Morim as chief executive officer and appointed him to the Company’s board of directors. Meni has served as the Company’s interim CEO since February 4, 2019 and the Company’s Chief Product Officer since May of 2018.

“Meni has led Namaste through a period of significant change where difficult decisions were required while preserving the key attributes that make it an exciting Company,” said Branden Spikes, Chairman of Namaste Technologies. “After a thorough review process, the board has concluded that Meni is the right leader to execute on the Company’s strategy and to proliferate its online marketplace. Meni has an in-depth knowledge of the products, technology, and the vision to see where and how the Company will be able to grow its presence and revenue and rebuild its shareholder value.”

“As Interim CEO, I took the helm at a critical moment facing intense scrutiny and change but with the same passion and confidence that attracted me to Namaste when I joined in 2018,” said Morim. “In the last six months we have increased our focus on the right business units and markets, made significant progress in settling outstanding class action lawsuits, announced an array of new licensed producers, added key staff and board members to help us grow our business, and made key acquisitions to support Namaste’s expansion plans and go-to-market strategy. I will continuously look at ways to strengthen the Company’s performance and management team and ensure we are all committed to the Company’s success. With the majority of these challenges behind us, I am excited about the future and our ability to add new customers and expand our marketplace. I expect to provide additional details on the latter in the next few weeks.”

### **About Namaste Technologies Inc.**

Namaste Technologies powers the ultimate online customer experience for medicinal cannabis and related products. Beginning with NamasteMD.com, the Company’s integrated telemedicine application, Namaste connects medical clients with health care practitioners to more readily issue and renew cannabis prescriptions online. Featuring the first Canadian Medical Sales-Only Licence, the Company’s own Cannmart.com is your ‘everything cannabis store’ offering clients a large variety of strains to fill their prescription needs. Namaste’s unique artificial intelligence (AI) engine incorporated in its platforms and related Uppy App, completes our ecosystem by identifying the right product and pairing to address specific medical cannabis requirements. Namaste also provides vaporizers and accessories across several platforms operating in several countries. Namaste’s global technology addresses local needs in a burgeoning cannabis industry requiring smart solutions. For further information about Namaste, please log onto [www.Namastetechnologies.com](http://www.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](mailto:ir@namastetechnologies.com)

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

[NamasteTechnologies.com](http://NamasteTechnologies.com)

[NamasteMD.com](http://NamasteMD.com)

[Cannmart.com](http://Cannmart.com)

[NamasteVapes.ca](http://NamasteVapes.ca)

[Everyonedoesit.ca](http://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 in this press release, includes, but is not limited to, statements related to Mr. Morim's ability to preserve the key attributes of the Company and his ability to execute on the Company's strategy to proliferate its online marketplace; the ability of the Company to increase its presence in the marketplace, grow revenues and rebuild shareholder value; the degree of progress made in obtaining court approval of the settlement of outstanding class actions; the future significance of recent acquisitions to the growth of the Company; the effect of recent challenges on the future performance of the Company; the ability of the Company to add new customers; and the potential for additional details for expansion plans to be communicated to the investing public, as well as the proposed timing of such disclosure. 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 future growth, 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](http://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.