



NAMASTE TECHNOLOGIES INC.

Bought Deal Offering

\$10,150,000

January 14, 2021

The Offered Securities (as hereinafter defined) will be offered by way of a prospectus supplement to a final base shelf prospectus in each of the provinces of Canada, other than Québec. A prospectus supplement containing important information relating to the Offered Securities has not yet been filed with the applicable Canadian securities regulatory authorities. A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada, other than Québec. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.

This document does not provide full disclosure of all material facts relating to the Offered Securities. Investors should read the final base shelf prospectus, any amendment and any applicable prospectus supplement for disclosure of those facts, especially risk factors relating to the Offered Securities, before making an investment decision.

Copies of the final base shelf prospectus, and any applicable shelf prospectus supplement, may be obtained from Canaccord Genuity Corp. at ecm@cgf.com

The Offered Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the “United States”), and may not be offered or sold within the United States, except in transactions exempt from registration under the U.S. Securities Act and applicable U.S. state securities laws. This term sheet shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Offered Securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Issuer:	Namaste Technologies Inc. (“ Company ”).
Issue:	Units of the Company, each comprised of one common share (the “ Offered Common Shares ”) and one warrant (each a “ Warrant ”). The Offered Common Shares and the Warrants are collectively referred to as the “ Offered Securities ”).
Size of Offering:	\$10,150,000 (the “ Offering ”).
Issue Price:	\$0.35 per Offered Security.
Warrants:	Each Warrant shall be exercisable to acquire one common share of the Company (the “ Underlying Common Shares ”) at a price of \$0.47 per Underlying Common Share for a period of 36 months following the Closing Date (as hereinafter defined).
Over-Allotment Option:	Up to 15% of the number of Offered Securities issued pursuant to the Offering to any cover over-allotments and for market stabilization purposes, exercisable within 30 days of the closing of the Offering.
Type of Transaction:	Bought deal, public issue pursuant to a supplement to the Company’s base shelf prospectus, subject to a formal underwriting agreement, including a standard industry “disaster out”, “material adverse change out”, “regulatory out” and “breach out” clause running up to the Closing Date (as hereinafter defined).
Offering Jurisdictions:	All provinces of Canada, except Quebec, and in the United States by way of private placement to selected qualified institutional investors and outside of Canada and the United States on a private placement or equivalent basis.

Exchange Listing:	The Company's common shares are listed on the TSX Venture Exchange under the symbol "N".
Eligibility:	The Offered Securities shall be eligible for RRSPs, RRIFs, RDSPs, RESPs, TFSAs and DPSPs.
Use of Proceeds:	For working capital requirements and other general corporate purposes.
Commission:	6.0% of the gross proceeds raised in respect of the Offering (including the Over-Allotment Option) plus compensation options to purchase a number of common shares of the Company equal to up to 6.0% of the number of Offered Securities sold in the Offering (including the Over-Allotment Option).
Closing Date:	On or about January 19, 2021 (the " Closing Date ").
Sole Bookrunner:	Canaccord Genuity Corp.