

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

**Item 1. Name and Address of Corporation**

Brassneck Capital Corp. (“**Brassneck**” or the “**Corporation**”)  
1900, 520 - 3rd Avenue, SW  
Calgary, Alberta  
T2P 0R3

**Item 2. Date of Material Change**

March 29, 2017

**Item 3. News Release**

A news release was disseminated on March 29, 2017 via Marketwired.

**Item 4. Summary of Material Change**

On March 29, 2017, Brassneck announced that it had entered into a letter of intent dated March 29, 2017 (the “**Letter of Intent**”) with National Access Cannabis Corp. (“**NAC**”) whereby NAC is expected to acquire Brassneck by way of a reverse takeover (the “**Acquisition**”) to be completed by way of a merger, amalgamation, or share exchange. The Acquisition will constitute the Qualifying Transaction of Brassneck within the meaning of the policies of the TSX Venture Exchange (“**TSXV**”). Upon completion of the Acquisition, the combined entity (the “**Resulting Issuer**”) will continue to carry on the business of NAC, and it is expected that the Resulting Issuer will meet the Initial Listing Requirements for a Tier 2 issuer under the applicable policies of the TSXV.

Concurrent with the announcement of the Letter of Intent, Brassneck and NAC jointly announced that NAC will complete: (i) as a condition of the Letter of Intent, a brokered private placement of subscription receipts (each a “**Subscription Receipt**”) at a price of \$0.25 per Subscription Receipt (the “**Concurrent Financing Price**”) for gross proceeds of a minimum of \$4,500,000 (the “**Concurrent Private Placement**”); and (ii) a private placement of convertible notes (“**Convertible Notes**”) for aggregate gross proceeds of up to \$1,000,000 prior to April 28, 2017; (the “**Convertible Note Offering**”). Immediately prior to completion of the Acquisition: (i) each Subscription Receipt will be automatically exchanged for one NAC Share upon satisfaction of certain escrow release conditions; and (ii) the Convertible Notes will convert into common shares of NAC (“**NAC Shares**”) at a 20% discount to Concurrent Financing Price. Proceeds from the Convertible Note Offering will be used for general working capital purposes the growth plans of the Resulting Issuer, upon completion of the Transaction. The net proceeds from the Concurrent Private Placement will be used by the Resulting Issuer to fund its expansion plan and for general working capital purposes.

Brassneck and NAC have entered into an engagement letter with PI Financial Corp. and Canaccord Genuity Corp. as co-lead agents (the “**Agents**”) to complete the Concurrent Private Placement on a “best efforts basis. The Agents will be receive a cash commission of 6% of the aggregate gross proceeds placed under the Concurrent Private Placement and warrants to acquire common shares of the Resulting Issuer, exercisable for a period of 24 months following closing of the Concurrent Private Placement.

**Item 5. 5.1 Full Description of Material Change**

Please see **Schedule “A”** attached to and forming part of report for the news release which provides a full description of the material change.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6. Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

### **Item 7. Omitted Information**

Not applicable.

### **Item 8. Executive Officer**

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

Connor Cruise – Chief Executive Officer, Chief Financial Officer  
Tel: (604) 318-6804

### **Item 9. Date of Report**

March 31, 2017

## SCHEDULE "A"

*Not for distribution to U.S. Newswire Services or for dissemination in the United States of America. Any failure to comply with this restriction may constitute a violation of U.S. Securities laws.*

### **BRASSNECK CAPITAL CORP. ANNOUNCES LETTER OF INTENT FOR PROPOSED ACQUISITION BY NATIONAL ACCESS CANNABIS CORP.**

#### **FOR IMMEDIATE RELEASE**

**CALGARY, ALBERTA** – March 29, 2017 – Brassneck Capital Corp. (TSXV: BC.P) (the "**Corporation**" or "**Brassneck**") is pleased to announce that it has entered into a letter of intent with National Access Cannabis Corp. ("**NAC**") dated March 29, 2017 (the "**Letter of Intent**") in respect of a proposed transaction pursuant to which NAC is expected to acquire Brassneck by way of reverse takeover (the "**Acquisition**"). It is currently anticipated that the Acquisition will occur as a merger, amalgamation or share exchange, the final structure of the Acquisition being subject to receipt of tax, corporate and securities law advice for both Brassneck and NAC. Upon completion of the Acquisition, the combined entity (the "**Resulting Issuer**") will continue to carry on the business of NAC. It is expected that upon completion of the Acquisition, the Resulting Issuer will meet the Initial Listing Requirements for a Tier 2 Life Sciences issuer under the policies of the TSX Venture Exchange (the "**Exchange**").

#### **General Information on Brassneck and NAC**

Brassneck is incorporated under the laws of the Province of Alberta and has a head office in Calgary, Alberta. The Corporation is a "capital pool company" under the policies of the Exchange and it is intended that the Acquisition will constitute the "Qualifying Transaction" of the Corporation, as such term is defined in Exchange Policy 2.4 – *Capital Pool Companies*. The Corporation is a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

NAC is incorporated under the laws of the Province of British Columbia and has a head office in Vancouver, British Columbia. NAC, through its wholly-owned subsidiary National Access Canada Corp., a corporation incorporated under the laws of Canada, operates clinics in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Nova Scotia and Ontario, which assist consumers in navigating through and accessing Canada's legal medical marijuana program by assisting in determining eligibility, completing medical forms, providing physician consultations and selecting appropriate licensed products. NAC currently has ten corporate locations. On an unaudited basis, for the year ended August 31, 2016 the Corporation had revenue of \$311,809.

NAC is an agile business and can quickly react to legislative changes relating to regulation of cannabis in Canada. Possession of cannabis other than for medical use and store front sale of medical or other cannabis each contravene the Controlled Drugs and Substances Act and its regulations. However, the Government of Canada has committed to ending prohibition and regulating production of adult use cannabis, with the provincial and local governments having a role in regulating store front sale of cannabis ("**Potential Legislative Changes**"). The Final Report of the Task Force on Cannabis Legalization and Regulation to the Government of Canada includes recommendations regarding store front distribution. If federal and provincial legislation each allow the sale of cannabis through store front locations, NAC is in a position to adapt its locations to store fronts for sale of cannabis in both a medical and unqualified adult use context. With locations in six provinces, NAC is well-positioned to tailor any potential approach to the store front sale of cannabis according to differing local regulations.

No person, either directly or indirectly, holds a controlling interest in or otherwise controls or directs NAC.

#### **Convertible Note Financing**

It is anticipated that NAC will complete a private placement financing of convertible notes ("**Convertible Notes**") for

aggregate gross proceeds of up to \$1,000,000 (the “**Maximum Note Amount**”) prior to April 28, 2017. The holders of Convertible Notes will be paid interest at a rate of 10% per year, payable semi-annually, with any accrued interest to be forgiven upon completion of the Acquisition. The terms of the Convertible Notes provide that immediately prior to completion of the Acquisition, the Convertible Notes will convert into common shares of NAC (“**NAC Shares**”) at a 20% discount to the Concurrent Financing Price (as defined below), subject to approvals from the Exchange. The proceeds of the Convertible Notes will be used for general working capital and, upon completion of the Acquisition, the Resulting Issuer’s future growth plans.

### **The Acquisition**

As of the date hereof, the following Brassneck securities are issued and outstanding: (i) 6,939,000 common shares of Brassneck (“**Brassneck Shares**”); (ii) stock options (“**Brassneck Options**”) issuable into 575,937 Brassneck Shares; and (iii) agent’s options issuable into 273,900 Brassneck Shares, for a total of 7,788,837 Brassneck Shares on a fully diluted basis. As of the date hereof, the following NAC securities are issued and outstanding: (i) 70,392,870 common shares of NAC; (ii) options (“**NAC Options**”) issuable into 6,625,000 NAC Shares; and (iii) special warrants (“**NAC Warrants**”) exercisable into 11,754,698 NAC Shares for a total of 87,522,568 NAC Shares on a fully diluted basis.

NAC expects to complete the Concurrent Private Placement (as defined below) and raise aggregate gross proceeds of a minimum of \$4,500,000 (the “**Maximum Placement Amount**”) at a price of \$0.25 per Subscription Receipt, as described further below. NAC also expects to convert the Convertible Notes and issue NAC Shares in connection with the terms of the Convertible Notes.

Pursuant to the terms of the Acquisition: (i) NAC will be required to accelerate and convert all of the NAC Warrants into NAC Shares prior to the Acquisition; (ii) all NAC Options will be exercised or exchanged for Brassneck Shares or Brassneck Options, as applicable; (iii) Brassneck will, subject to the receipt of all regulatory approvals, including the approval of its shareholders and the Exchange, conduct a share split by exchanging one current Brassneck Share for 1.205 Brassneck Shares (the “**Brassneck Share Split**”) such that Brassneck will have 9,385,549 Brassneck Shares fully diluted immediately prior to the Acquisition; and (iv) Brassneck will acquire all of the issued and outstanding shares of NAC. In consideration for the acquisition of the NAC Shares, assuming that all NAC Options are exercised, Brassneck will issue 87,522,568 Brassneck Shares at a deemed price of \$0.25 per share on the basis of one Brassneck Share for each one NAC Share for deemed consideration of approximately \$21,880,642, which for greater certainty, does not include the NAC Shares to be issued under the Convertible Note conversion or the Concurrent Private Placement.

Within 90 days of closing of the Acquisition, various Brassneck Options currently held by the Brassneck directors and officers will be required to be exercised or cancelled and the Resulting Issuer intends to issue new Brassneck Options to the new directors and officers of the Resulting Issuer, the details of which will be disclosed when finalized.

It is expected that following completion of the Acquisition and after giving effect to the Concurrent Private Placement and the conversion of the Convertible Notes, the current holders of Brassneck Shares will hold approximately 8% of the outstanding Resulting Issuer common shares and the then current holders of NAC Shares will hold approximately 92% of the Resulting Issuer common shares.

The Acquisition will be carried out by parties dealing at arm’s length to one another and therefore will not be considered to be a “Non-Arm’s Length Qualifying Transaction”, as such term is defined under the policies of the Exchange. As a result, a meeting of the shareholders of the Corporation is not required by the Exchange to approve the Acquisition. However, it is expected that the Corporation will hold an annual general and special meeting (the “**Brassneck Meeting**”) to, among other items of business, approve the change of its name to “National Access Cannabis Corp.” (the “**Brassneck Name Change**”) and approve the Brassneck Share Split. NAC is also expected to hold a meeting of its shareholders (the “**NAC Meeting**”) to approve, among other things, the change of its name (the “**NAC Name Change**”).

The transaction terms outlined in the Letter of Intent are non-binding on the parties and the Letter of Intent is expected to be superseded by a definitive agreement (the “**Definitive Agreement**”) to be signed between the parties. The Acquisition is subject to regulatory approval, including the approval of the Exchange, and the satisfaction of customary closing conditions, including the approval of the Definitive Agreement and the Acquisition by the board directors of each of Brassneck and NAC and completion of due diligence investigations to the satisfaction of each of Brassneck and NAC, as well as the conditions described below.

Brassneck and NAC will provide further details in respect of the Acquisition including a summary of financial information in due course once available by way of press release.

### **Proposed Financing**

The Letter of Intent contains a condition that a private placement financing for gross proceeds of a minimum of \$4,500,000 (the “**Concurrent Private Placement**”) be completed in conjunction with, or prior to the closing of the Acquisition. It is anticipated, subject to the policies of the Exchange, that the Concurrent Private Placement will be an offering of subscription receipts of NAC (“**Subscription Receipts**”) at a price of \$0.25 per Subscription Receipt (the “**Concurrent Financing Price**”). Each Subscription Receipt will be automatically exchanged immediately prior to the completion of the Acquisition (without any further action by the holder of such Subscription Receipt and for no further payment) for one NAC Share upon satisfaction of certain escrow release conditions (the “**Escrow Release Conditions**”). Each NAC Share will be exchanged for Resulting Issuer common shares in accordance with the terms of the Acquisition. The net proceeds from the Private Placement will be used by the Resulting Issuer to fund its expansion plan, opening up to 15 new clinics in the next approximately 18 months and general working capital.

The Corporation and NAC have executed an engagement letter dated March 29, 2017 (“**Engagement Letter**”) with PI Financial Corp. and Canaccord Genuity Corp. (the “**Agents**”), as co-lead agents in connection with the Concurrent Private Placement. Under the terms of the Engagement Letter, the Agents have been appointed to act as agents in connection with the Concurrent Private Placement on a “best efforts” basis. The Agents will receive a commission of 6% of the aggregate gross proceeds placed under the Concurrent Private Placement payable in cash. The Agents will also be granted warrants by NAC (“**Agent’s Warrants**”) to acquire that number of Resulting Issuer common shares equal to 6% of the total number of Subscription Receipts sold under the Concurrent Private Placement, exercisable at the Concurrent Financing Price per Resulting Issuer common share, for a period of 24 months from the closing date of the Concurrent Private Placement.

The closing of the Brokered Private Placement will be conditional upon, among other things, the Agent’s being satisfied that all of the conditions of the Exchange as to the completion of the Acquisition have been satisfied or waived by the Exchange (other than the closing of the Concurrent Private Placement), the completion of satisfactory due diligence by the Agents, the receipt of all necessary corporate and regulatory approvals, and the execution of a definitive agency agreement among the Agents, NAC and Brassneck.

### **Sponsorship of Qualifying Transaction**

Sponsorship of the Acquisition, as the Qualifying Transaction of Brassneck, is required by the Exchange unless an exemption from this requirement can be obtained in accordance with the policies of the Exchange. The Corporation intends to apply for an exemption to the sponsorship requirement. There is no assurance that an exemption from this requirement will be obtained.

### **Directors and Officers of the Resulting Issuer**

It is currently contemplated that on completion of the Acquisition and the receipt of the requisite approvals from the applicable regulatory authorities, including approval of the Exchange, there will be five directors of the Resulting Issuer, consisting of: Chuck Rifici, Rocco Meliambro, Dr. John Gillis, Jeff Hunt and Marc Lustig. It is further anticipated that Mark Goliger will be appointed Chief Executive Officer, Michael Best will be appointed Chief

Financial Officer, Derrick Ogden will be appointed President and Michael Saliken will be appointed Corporate Secretary of the Resulting Issuer. Other than Michael Saliken, the current directors and officers of Brassneck shall resign at or prior to the closing of the Acquisition without payment or liability to NAC or Brassneck, subject to their receiving customary releases acceptable to them. The following is a brief description of the background and experience of the proposed directors and management of the Resulting Issuer:

*Chuck Rifici – Ottawa, Ontario – Chairman*

Mr. Rifici is currently CEO of Nesta Holding Co., a private equity firm focused on cannabis opportunities and also sits on the boards of Aurora Cannabis, Supreme Pharmaceuticals and CannaRoyalty. Mr. Rifici is the co-founder and former CEO of Canopy Growth Corp. (formerly named Tweed Marijuana Inc.) and former Treasurer, National Board of Directors of The Liberal Party of Canada. Mr. Rifici is a chartered professional accountant. He obtained his MBA from Queen's University and a BSc in Computer Engineering from the University of Ottawa.

*Mark Goliger – Burlington, Ontario – Chief Executive Officer*

Mr. Goliger has extensive management experience in both the franchise and health care industries in Canada, recently acting as Chief Operating Officer of Qualicare Family Homecare. Mark received his Bachelor's Degree in Business, is a Six Sigma Black Belt and an MBA from the Schulich School of Business.

In 2001 Mark brought Crestcom, an international leadership development franchise to Ontario and in 2012 Mark successfully brokered the sale of this business. From 2012-2016 Mr. Goliger acted as Chief Operating Officer of Right at Home Canada, and helped Canadianize an international franchise system focused on the intricacies of the Canadian health care system, ultimately growing operations to twenty offices in three and a half years. From 2016 to present, Mark has acted as Chief Operating Officer of Qualicare, and has assisted this franchisor in creating the system necessary to achieve its vision of \$1billion in system wide revenue.

*Marc Lustig – Vancouver, British Columbia – Director*

Mr. Lustig holds MSc and MBA degrees from McGill University. He began his professional career in the pharmaceutical industry at Merck & Co. In 2000, he started his capital markets career in institutional equity research in the Life Sciences sector at Orion Securities. For the next 14 years, Mr. Lustig worked as a senior producer at GMP Securities L.P. and as Head of Capital Markets at Dundee Capital Markets before becoming Principal at KES 7 Capital. Mr. Lustig founded Cannabis Royalties & Holdings Corp. in early 2015.

*Michael Best – Ottawa, Ontario – Chief Financial Officer*

Mr. Best is the Chief Financial Officer of National Access Cannabis Corp. Michael holds a CPA, CGA Designation and an Honours degree in Public Administration from Carleton University. With over 26 years of experience in accounting and financial management he has held progressively senior roles throughout his career. Previously, he was Vice President and Chief Financial Officer at Computer Media Products Ltd. for a period of 12 years, following 3 years as Controller. Prior to that time, he spent 11 years working with MetLife at their Canadian Head Office located in Ottawa, holding several positions of increasing responsibility within Accounting, Treasury, Cash Management and the Budget and Expense Divisions. After the sale of MetLife's Canadian business, Michael continued to work with MetLife's U.S. Operations participating in demutualization and IPO initiatives. Michael is a member of Financial Executives International and serves on the National Capital Region Chapter's Board of Directors.

*Derek Ogden – Ottawa, Ontario – President*

Mr. Ogden earned his executive credentials working with the best in the business. During a distinguished RCMP career he served as Officer in Charge of National Drug Enforcement and Director General of the Organized Crime Branch supervising operations from coast to coast. Derek worked extensively with numerous government

departments including, Health Canada, Public Safety, Finance and Justice. When he retired from the force, Ogden became a sought after consultant, working at the National and international level with government and corporate clients. He also served as Director of the Anti-Illicit Trade Program and Director of Security for the largest tobacco company in Canada.

Derek Ogden's background includes a Bachelor of Business Administration from the University of New Brunswick and the Executive Management Program at Queen's University. Derek Ogden also obtained his bilingual designation while working at the RCMP.

*Rocco Meliambro – Ottawa, Ontario – Director*

Mr. Meliambro spent 20 years in the investment industry as a Vice President, Director and manager for several firms including Moss Lawson and Research Capital. During that time he helped finance several startup firms including Avcorp Industries and Kinross Gold. Since 2000, he has been involved in real estate developments in Ottawa area including large developments such as Deer Run in Stittsville and the Albert St. Lebreton Flats project. Mr. Meliambro's financial training includes successful completion of course studies with Securities Institute at Wharton school of Business.

*Dr. John Gillis – Halifax, Nova Scotia – Director*

Dr. Gillis attended St. Francis Xavier University where he received his Bachelor of Science (First Class Honors) in 1995, before moving on to Western University where he received his Doctor of Medicine (1999) and completed residency in Family Medicine (2001). Dr. Gillis returned to Nova Scotia and Dalhousie University to complete the one year College of Family Physicians and added certification in Emergency Medicine (2002). He also completed certification with the College of Family Physicians of Canada for his CCFP and CCFP(EM) designations in 2001 and 2002 respectively. Dr. Gillis began working as an ER physician at the Dartmouth General Hospital in 2001 and remains on staff there to this day. Since 2007, Dr. Gillis has been the Medical Director of the Centre for Pain Management (Dartmouth, then Halifax), treating all types of chronic pain in a multi-disciplinary context. In 2013, Dr. Gillis founded 24Care Health and Occupational Services, a corporate and occupation health business. In late 2015, 24Care expanded into Signature Health, a larger and more comprehensive corporate and occupational health and wellness company, with Dr. Gillis serving as President and Medical Director. In 2013, Dr. Gillis joined Tweed Marijuana Inc. ("**Tweed**") as their Chief Medical Advisor, where he was involved in writing patient screening protocols and documents outlining the science behind and efficacy of medical marijuana. In early 2014, Dr. Gillis co-founded licensed producer applicant The Truro Herbal Company ("**THC**"), and later that year left his role with Tweed. Since that time, Dr. Gillis has dedicated his efforts to the growth and development of THC as the company's VP of Medical Development.

*Jeff Hunt – Ottawa, Ontario – Director*

Mr. Hunt is one of Canada's best known sports executives. He is the President and part owner of the CFL's Ottawa REDBLACKS, Governor and part owner of the CHL's Ottawa 67's and a Partner in the Ottawa Sports and Entertainment group, which owns and operates Ottawa's Lansdowne Park retail district and manages the TD Place stadium and arena complex. Mr. Hunt left his family home in Newfoundland for Ottawa in 1983 to start adding form to his entrepreneurial vision. In his first year in the new city, Jeff started a carpet cleaning firm and over the next 15-years, franchised it, expanded into the US and sold the thriving business to Sears in 1998. During his career, Jeff Hunt's accomplishments have been recognized with multiple awards, including five Profit Magazine Fast-100 and two Fast-50 awards. He has also been named OHL and Canadian Hockey League Executive of the Year and in 2015 he was named to the Yahoo Canada Sports list of the top 25 "Movers and Shakers" who have the most influence over sport in Canada.

*Michael Saliken – Calgary, Alberta – Corporate Secretary*

Mr. Saliken is a lawyer at the law firm Borden Ladner Gervais LLP, in Calgary, Alberta, where he specializes in

corporate and securities law with a focus on both private and public offerings and mergers and acquisitions. Mr. Saliken received a Bachelor of Commerce degree from the Haskayne School of Business at the University of Calgary in 2005 and a Bachelor of Laws degree from the University of Alberta in 2008. He has served as a director of Brassneck since its incorporation.

### **Trading Halt**

The Brassneck Shares are currently halted from trading, and the trading of Brassneck Shares is expected to remain halted pending completion of the Acquisition.

### **Additional Information**

If and when a Definitive Agreement between the Corporation and NAC is executed, the Corporation will issue a subsequent press release in accordance with the policies of the Exchange containing the details of the Definitive Agreement and additional terms of the Acquisition including information relating to sponsorship, summary financial information in respect of NAC, and to the extent not contained in this press release, additional information with respect to the Convertible Notes, the Concurrent Private Placement, history of NAC and the proposed directors, officers, and insiders of the Resulting Issuer upon completion of the Acquisition.

Completion of the Acquisition is subject to a number of conditions including, but not limited to, completion of the Convertible Note offering, completion of the Concurrent Private Placement, the satisfaction of the Corporation and NAC in respect of the due diligence investigations to be undertaken by each party, the completion of a Definitive Agreement in respect of the Acquisition, closing conditions customary to transactions of the nature of the Acquisition, approvals of all regulatory bodies having jurisdiction in connection with the Acquisition, Exchange acceptance of the Acquisition as the Qualifying Transaction of Brassneck and, if required by the Exchange policies, majority of the minority shareholder approval. Where applicable, the Acquisition cannot close until the required shareholder approvals are obtained and there can be no assurance that the Acquisition will be completed as proposed or at all.

**Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with Acquisition, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.**

**For further information please contact:**

**Brassneck Capital Corp:**  
Connor Cruise, CEO, CFO and Director  
Telephone: 604-318-6804

**National Access Cannabis Corp.:**  
Chuck Rifici, Chairman  
Telephone: 343-291-1169

### ***Cautionary Statements***

*This news release contains "forward-looking information" within the meaning of applicable securities laws relating to the proposal to complete the Acquisition and associated transactions, including statements regarding the terms and conditions of the Acquisition, the Engagement Letter, the conversion of the Convertible Notes, the Concurrent Private Placement, the use of proceeds of the Concurrent Private Placement, the Brassneck Meeting, the NAC Meeting, the Brassneck Meeting, the NAC Name Change, the Brassneck Name Change, the Brassneck Share Split, the Potential Legislative Changes and the proposed directors and officers of the Resulting Issuer. The information about NAC contained in the press release has not been independently verified by the Corporation. Although the Corporation believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Corporation can give no assurance that they will prove to be correct. Readers are cautioned to*

*not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the Acquisition, the Engagement Letter, the conversion of the Convertible Notes, the Concurrent Private Placement, the Brassneck Meeting, the NAC Meeting, the Brassneck Name Change, the Brassneck Share Split, the NAC Name Change, the appointment of the proposed directors and officers of the Resulting Issuer and associated transactions, that the ultimate terms of the Acquisition, the Engagement Letter, the conversion of the Convertible Notes, the Private Placement, the NAC Name Change, the Brassneck Name Change, the Brassneck Share Split, any Potential Legislative Changes, the appointment of the proposed directors and officers of the Resulting Issuer and associated transactions will differ from those that currently are contemplated, and that the Acquisition, the Engagement Letter, the conversion of the Convertible Notes, the Concurrent Private Placement, the Brassneck Meeting, the NAC Meeting, the Brassneck Name Change, the NAC Name Change, the Brassneck Share Split, any Potential Legislative Changes, the appointment of the proposed directors and officers of the Resulting Issuer and associated transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities). The terms and conditions of the Acquisition may change based on the Corporation's due diligence (which is going to be limited as the Corporation intends largely to rely on the due diligence of other parties of the Acquisition to contain its costs, among other things) and the receipt of tax, corporate and securities law advice for both Brassneck and NAC. The statements in this press release are made as of the date of this release. The Corporation undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of the Corporation, NAC, their securities, or their respective financial or operating results (as applicable).*

***Neither the TSX Venture Exchange, Inc. nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) has in any way passed upon the merits of the Acquisition and associated transactions and neither of the foregoing entities has in any way approved or disapproved of the contents of this press release.***

***Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.***

***The common shares have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirement. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.***