

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

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

National Access Cannabis Corp. d/b/a Meta Growth (the “Company”)  
56 Aberfoyle Crescent, Suite 200  
Toronto, Ontario  
M8X 2W4

**Item 2. Date of Material Change**

February 19, 2020

**Item 3. News Release**

A news release was disseminated on February 20, 2020 via NewsWire.

**Item 4. Summary of Material Change**

At the Company’s annual and special meeting of shareholders on February 19, 2020, a shareholder resolution was passed to change the name of the Company from National Access Cannabis Corp. to “Meta Growth Corp.”

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

A full description of the Material Change can be found in the news release attached hereto as Schedule A.

**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 Company who is knowledgeable about the material change and this report is:

Mark Goliger – Chief Executive Officer  
Tel: (905) 464-7520

**Item 9. Date of Report**

February 20, 2020

**Forward-Looking Statements and Information and Cautionary Statements**

*This material change report contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words “expect”, “anticipate”, “continue”, “estimate”, “objective”, “ongoing”, “may”, “will”, “project”, “should”, “believe”, “plans”, “intends” and similar*

*expressions are intended to identify forward looking statements or information. Forward-looking statements and information in this material change report includes, but is not limited to, the opening of cannabis retail stores in Ontario, including the timing of submission of related applications. Although the Company believes that the expectations and assumptions on which the forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company cannot give any assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results and developments may differ materially from those that are currently contemplated by these statements depending on, among other things, risks relating to receipt of Retail Store Authorizations for Ontario cannabis retail stores; the ability of the Company to submit additional store authorization applications and receipt of related Retail Store Authorizations; future legislative and regulatory developments; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; general business, economic, competitive, political, regulatory and social uncertainties; the delay or failure to receive regulatory approvals and the recreational cannabis industry in Canada generally. The Company cautions that the foregoing list of risks and uncertainties is not exhaustive. The forward-looking statements and information contained in this material change report are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statement or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.*

**SCHEDULE "A"**

*News Release*



# Shareholders Approve Name Change to Meta Growth Corp.

## Company Reiterates Ontario Expansion is Number 1 Priority

TORONTO, Feb. 20, 2020 /CNW/ - National Access Cannabis Corp. (TSXV: META) ("Meta Growth", "META" or the "Company"), Canada's largest publicly traded recreational cannabis retailer by revenue<sup>1</sup>, is pleased to announce that its shareholders approved all resolutions placed before them by management at the Company's annual and special meeting of shareholders held on February 19, 2020 (the "Meeting").

At the Meeting, a special resolution was passed to change the name of the Company from National Access Cannabis Corp. to Meta Growth Corp. The name change is subject to filing Articles of Amendment and obtaining requisite regulatory approval, including from the TSX Venture Exchange (the "TSXV"). Upon receipt of TSXV approval, trading under the new name will begin.

A special resolution was also passed at the Meeting approving an amendment to the Company's Stock Option Plan (the "Option Plan") and approving the creation of a Restricted Share Unit Award Plan ("RSU Plan"). Full copies of the Option Plan and RSU Plan can be found in the Company's Management Information Circular dated January 6, 2020 under the Company's profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

"Our name change allows us to align our corporate brand with our retail brand, and reflects the Company's evolution from medicinal to recreational cannabis," said Mark Goliger, CEO of Meta Growth. "Brand recognition and consistency are key to our success. We recently opened the first META branded store in Ontario at 378 Yonge Street in downtown Toronto, and on February 28 we plan to open the second META branded store in the province, located in Kitchener. With the proceeds from our recently closed \$10 million bought deal financing, we look forward to opening META corporate stores in Ontario where our goal is to obtain a first-mover advantage by reaching the maximum number of stores available per operator as quickly as possible."

## About Meta Growth

Meta Growth is a leader in secure, safe and responsible access to legal recreational cannabis in Canada. Through its Canada-wide network of Meta Cannabis Co.™, Meta Cannabis Supply Co.™ and NewLeaf Cannabis™ recreational cannabis retail stores, Meta Growth enables the public to gain knowledgeable access to Canada's network of authorized Licensed Producers of cannabis. The Company is listed on the TSX Venture Exchange under the symbol (TSXV: META).

**For more information on Meta Growth, visit:**

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

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

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

**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.**

## Cautionary Statements

This news release contains forward-looking statements and forward-looking information within the

meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward looking statements or information. Forward-looking statements and information in this news release includes, but is not limited to, receipt of approval from the TSXV to the Company's name change, the opening of the Toronto and Kitchener cannabis retail stores and the timing thereof, and the opening of other cannabis retail stores in Ontario, including the timing of submission of related applications. Although the Company believes that the expectations and assumptions on which the forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company cannot give any assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results and developments may differ materially from those that are currently contemplated by these statements depending on, among other things, risks relating to receipt of Retail Store Authorizations for the Toronto and Kitchener cannabis retail stores; the ability of the Company to submit additional store authorization applications and receipt of related Retail Store Authorizations; future legislative and regulatory developments; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; general business, economic, competitive, political, regulatory and social uncertainties; the delay or failure to receive regulatory approvals and the recreational cannabis industry in Canada generally. The Company cautions that the foregoing list of risks and uncertainties is not exhaustive. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statement or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

<sup>1</sup> *New Cannabis Ventures, Public Cannabis Company Revenue & Income Tracker. Largest publicly traded cannabis retailer in Canada by revenue.*

SOURCE National Access Cannabis Corp.

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<http://www.newswire.ca/en/releases/archive/February2020/20/c1519.html>

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CO: National Access Cannabis Corp.

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