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

**Item 1: Name and Address of Reporting Issuer**

YourWay Cannabis Brands Inc. (the "**Company**")
2200 - 885 W Georgia Street
Vancouver, British Columbia
V6C 3E8

**Item 2: Date of Material Change**

May 9, 2022.

**Item 3: News Release**

A news release was issued and disseminated on May 10, 2022 through the services of Canada Newswire and was subsequently filed on SEDAR (www.sedar.com).

**Item 4: Summary of Material Changes**

The Company announced that the British Columbia Securities Commission (the "**BCSC**") and the Ontario Securities Commission (the "**OSC**") (on behalf of the applicable Canadian securities regulatory authorities) have issued a general "failure to file" cease trade order pursuant to National Policy 11-207 – *Failure to File Cease Trade Orders and Revocations in Multiple Jurisdictions* (the "**CTO**") dated May 9, 2022 in respect of the securities of the Company as a result of the Company being unable to file its audited annual financial statements for the year ended December 31, 2021, the related management's discussion and analysis and CEO and CFO certifications (collectively, the "**Annual Filings**") by the prescribed deadline of May 2, 2022 (the "**Filing Deadline**").

**Item 5: Full Description of Material Change**

The Company announced that the BCSC and the OSC (on behalf of the applicable Canadian securities regulatory authorities) have issued the CTO dated May 9, 2022 in respect of the securities of the Company as a result of the Company being unable to file its Annual Filings by the Filing Deadline.

The Company applied to the BCSC for the issuance of a management cease trade order in connection with the Company's anticipated delay in filing the Annual Filings. This application was rejected and accordingly the CTO was issued.

The CTO prohibits the trading by any person of any securities of the Company in each jurisdiction in Canada in which the Company is a reporting issuer, including trades in the Company's common shares made through the Canadian Securities Exchange, for as long as the CTO remains in effect; however, the CTO provides an exception for beneficial securityholders of the Company who are not currently (and who were not as of May 9, 2022) insiders or control persons of the Company and who sell securities of the Company acquired before May 9, 2022 if both of the following criteria are met: (i) the sale is made through a "foreign organized regulated market", as defined in section 1.1 of the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada and (ii) the sale is made through an investment dealer registered in a jurisdiction of Canada in accordance with applicable securities legislation. The CTO will remain in place until such time as the Annual Filings are filed by the Company.

As of May 10, 2022, the Company confirmed there were no insolvency proceedings against it and there was no other material information concerning the affairs of the Company that had not been generally disclosed.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

Sandra Ceccacci, Chief Financial Officer

Phone: 437 218-1445

**Item 9: Date of Report**

May 16, 2022.

**Forward Looking Statement**

*This material change report includes certain "forward-looking information" as defined under applicable Canadian securities legislation, including statements regarding the plans, intentions, beliefs, and current expectations of the Company with respect to future business activities and operating performance. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding: the Annual Filings and expectations for other economic, business, and/or competitive factors. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information.*

*Investors are cautioned that forward-looking information is not based on historical fact but instead reflects management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance, or achievements of the Company. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the Company may not complete its audit and file the Annual Filings as currently anticipated, or at all; the Company will remain subject to the CTO in the event that the Annual Filings are not completed and filed; regulatory and licensing risks; changes in consumer demand and preferences; changes in general economic, business and political conditions, including changes in the financial markets; the global regulatory landscape and enforcement related to cannabis, including political risks and risks relating to regulatory change; compliance with extensive government regulation; public opinion and perception of the cannabis industry; the impact of COVID-19; and the risk factors set out in the Company's annual information form dated August 28, 2020, filed with Canadian securities regulators and available on the Company's profile on SEDAR at www.sedar.com.*

*The Company, through several of its subsidiaries, is indirectly involved in the manufacture, possession, use, sale, and distribution of cannabis in the recreational and medicinal cannabis marketplace in the United States. Local state laws where the Company operates permit such activities however, investors should note that there are significant legal restrictions and regulations that govern the cannabis industry in the United States. Cannabis remains a Schedule I drug under the US Controlled Substances Act, making it illegal under federal law in the United States to, among other things, cultivate, distribute or possess cannabis in the United States. Financial transactions involving proceeds generated by, or intended to promote, cannabis-related business activities in the United States may form the basis for prosecution under applicable United States federal money laundering legislation.*

*While the approach to enforcement of such laws by the federal government in the United States has trended toward nonenforcement against individuals and businesses that comply with recreational and medicinal cannabis programs in states where such programs are legal, strict compliance with state laws with respect to cannabis will neither absolve the Company of liability under United States federal law, nor will it provide a defense to any federal proceeding which may be brought against the Company. The enforcement of federal laws in the United States is a significant risk to the business of the Company and any proceedings brought against the Company thereunder may adversely affect the Company's operations and financial performance.*

*Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated, or expected. Although the Company has attempted to identify important risks, uncertainties and factors that could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information, which speak* *only as of the date of this material change report. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.*