

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

Name of Listed Issuer: Namaste Technologies Inc. (the "Issuer").

Trading Symbol: N.

Date: July 13, 2016.

Is this an updating or amending Notice: ☐Yes ☒No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 59,514,833.

Date of News Release Announcing Private Placement: June 7, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.13

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
2432692 Ontario Inc. 81 King High Ave. Toronto, ON M3H 3A8	1,666,667 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
2224437 Ontario Inc. 120 East Beaver Creek Suite 200, Richmond Hill	208,333 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
2224435 Ontario Inc. 120 East Beaver Creek	208,333 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A

Suite 200, Richmond Hill							
2224440 Ontario Inc. 157 Orr Ave. Vaughan, ON L4L 9K2	208,333 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Radical Capital Ltd. 1625 - 1185 West Georgia Street, Vancouver BC V6E 4E6	1,041,667 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Steve Singh 28 Normandale Cres. Toronto, ON Mm2P 1M8	833,333 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Elvio Pietro Ciarla 12 575, 58 th Avenue Montreal, QC H1E 3T6	166,667 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Eventus Capital Group 95 Prince Arthur Ave, #303, Toronto, ON M5R 3N6	420,000 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Eric Lebeauf 4635 de Fatima, Piennefonds, QC H9K 1N6	250,000 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Joel Abbo Salida Corredor Sur de Llano Bonito Edificio Abolu, S.A., Ciudad Panama, Republic of Panama	250,000 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Lucas Matlock 2525 Military Trail, #103 Jupiter, FL 33458	250,000 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
293020 BC Ltd.	50,000 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016	N/A

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101-1300 Hunter Rd., Delta, BC V4L 1Y8						funds in trust	
The Public Company Coach Inc. 101-1300 Hunter Rd., Delta, BC V4L 1Y8	85,000 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
607767 BC Ltd. 101-1300 Hunter Rd., Delta, BC V4L 1Y8	85,000 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Harry Barr 101-1300 Hunter Rd., Delta, BC V4L 1Y8	115,000 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Mark DiPoce 12 Norcliffe Drive, King City, ON L7B 1L9	208,333 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Paul Rea 22 Norcliffe Drive, King City, ON L7B 1L9	208,333 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Canaccord Genuity Corp. ITF Graham Saunders 30 Hargrave Lane, Unit 12, Toronto, ON M4N 0A4	200,000 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Elvio Pietro Ciarla 12 575, 58 th Avenue Montreal, QC H1E 3T6	166,667 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Corey and Amy Johnson 111 Rainbow Fish Circle, Jupiter, FL 33477	125,000 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Moise Mandelbaum 1750 NE 197th	83,333 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in	N/A

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Terrance, Miami, FL 33179						trust	
NBCN Inc. ITF Qi Guo A/C #2C 5341A 1010 de la Gauchetiere Street West, M100, Montreal, QC H3B 5J2	83,333 units	\$0.12	\$0.18	Section 2.3	Unknown	July 11, 2016 funds in trust	N/A
Mathias Voigt Lena-Christ- Straße 9, D' 85579 Neubiberg, Germany	84,000 units	\$0.12	\$0.18	Section 2.3	Unknown	Funds in transit	N/A
Mark Monaghan 33B Ave Corl, Costa Azul, COE Panama, Republic of Panama	83,333 units	\$0.12	\$0.18	Section 2.3	Unknown	Funds in transit	N/A
Jordan Fietje 240 Johnston Avenue, North York ON	86,666 units	\$0.12	\$0.18	Section 2.3	Unknown	Funds in transit	N/A
Sidney Himmel Unit 102-295 Davenport Road, Toronto, ON M5R 1K5	500,000 units	\$0.12	\$0.18	Section 2.3	176,000	July 11, 2016 funds in trust	Related Person
Sean Dollinger 23 King Fisher Island, Nassau, Bahamas	500,000 units	\$0.12	\$0.18	Section 2.3	14,559,110	July 11, 2016 funds in trust	Related Person

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: Between CAD960,000 and CAD1,500,000.

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. The proceeds will be used to fund the acquisition of assets from Haze Industries Inc., an e-commerce platform for the distribution of vaporizers and accessories that is focused on the US market and generated an unaudited revenue of CAD3,400,000 in 2015. The remainder of the proceeds be used for general working capital purposes.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class Units.
 - (b) Number Between 8,000,000 and 12,500,000 units .
 - (c) Price per security \$0.12 per unit .
 - (d) Voting rights Common share in each unit will have voting rights.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number Between 8,000,000 and 12,500,000 warrants .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Between 8,000,000 and 12,500,000 securities.
 - (c) Exercise price \$0.18.
 - (d) Expiry date 24 months from date of issuance.
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount N/A.
 - (b) Maturity date N/A.
 - (c) Interest rate N/A.
 - (d) Conversion terms N/A .

- (e) Default provisions N/A .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .
- (b) Cash 7% .
- (c) Securities 7% non-transferable share purchase warrants.
- (d) Other N/A .
- (e) Expiry date of any options, warrants etc. 24 months from date of issuance.
- (f) Exercise price of any options, warrants etc. \$0.18.
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
N/A.
11. State whether the private placement will result in a change of control.
No.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A.
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102..

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Issuer is acquiring the customer lists, domain name, intellectual property and goodwill of the acquisition target.
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: The expected date of the acquisition is on or about July 15, 2016 and will be in the form of an asset sale.
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: USD\$1,000,000.
 - (b) Cash: USD\$500,000.
 - (c) Securities (including options, warrants etc.) and dollar value: Common shares in the Issuer valued at USD\$500,000 through 2018.
 - (d) Other: Earn-out with a maximum value of USD\$1,527,052 .
 - (e) Expiry date of options, warrants, etc. if any: N/A.
 - (f) Exercise price of options, warrants, etc. if any: N/A.
 - (g) Work commitments: Consulting agreements to be signed separately.
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
Arm's length negotiation.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Haze Industries, Inc. (owned by Taylan Saydar and Serkan Saydar)	5,000,000	0.12	N/A	Section 2.3	N/A	None prior to acquisition

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Representations and warranties in asset purchase agreement as well as delivery conditions.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.
 - (b) Cash N/A.
 - (c) Securities N/A.
 - (d) Other N/A.
 - (e) Expiry date of any options, warrants etc. N/A.
 - (f) Exercise price of any options, warrants etc. N/A.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated July 13, 2016.

Peter Simeon
Name of Director or Senior
Officer

"Peter Simeon"
Signature

Director
Official Capacity