Court File No. CV-17-584809-00CP

ONTARIO
SUPERIOR COURT OF JUSTICE

THE HONOURABLE	)	_____DAY THE_____TH DAY
	)	
JUSTICE SMITH	)	OF DECEMBER, 2019

B E T W E E N :

RONALD TARRANT

Plaintiff

- and -

NAMASTE TECHNOLOGIES, INC., SEAN DOLLINGER and PHILIP VAN DEN BERG

Defendants

ORDER

THIS MOTION, made by the Plaintiff, seeking an order *inter alia*: (1) certifying the action for settlement purposes, (2) setting the deadline for objections and opt-outs to be delivered to the O&O Administrator, (3) appointing the O&O Administrator, (4) approving the Opt-Out Form, (5) approving the form, content and method of dissemination of the First Notice and press release; and (6) appointing parties to manage the Escrow Account, was read this day at the Courthouse located at 161 Elgin Street, Ottawa, Ontario.

ON READING the motion record, filed,

AND ON BEING ADVISED that all parties consent to this Order,

AND ON BEING ADVISED that:

(a) the parties have entered into a Settlement Agreement, subject to court approval, a copy of which is attached as Schedule "A" to this Order; and

(b) Paul Battaglia of Trilogy Class Action Services consents to being appointed as O&O Administrator to receive objections and opt-outs, if any, to the proposed settlement, and to report to the parties and the Court.

NOW THEREFORE, THIS HONOURABLE COURT ORDERS THAT:

1. For the purposes of this Order, except to the extent that they are modified in this Order, the definitions set out in the Settlement Agreement apply to and are incorporated into this Order.

2. The Action is certified as a class proceeding for settlement purposes only as against the Defendants.

3. The Class is defined as:

> all persons and entities, other than Excluded Persons, who during the Class Period acquired Namaste securities, other than on U.S. exchanges, and held some or all of such securities as of the close of trading on any of October 3, 2018, October 15, 2018 or February 3, 2019

4. The common issue is: Did the Defendants make a misrepresentation during the Class Period related to Namaste's business, operations and finances by omitting from core documents, non-core documents and statements, material facts about Namaste's divestiture of Dollinger Enterprises US, Inc.?

5. Ronald Tarrant is appointed as representative of the plaintiffs.

6. The cause of action certified for settlement purposes is secondary market misrepresentation pursuant to Part XXIII.1 of the *Securities Act*, R.S.O. 1990 c. S.5, as amended.

7. The First Notice, generally in the form attached as Schedule "B" to this Order, is approved.

8. The press release summarizing the content of the First Notice, generally in the form attached as Schedule "C" to this Order, is approved.

9. Paul Battaglia of Trilogy Class Action Services is appointed as O&O Administrator to receive objections and opt-outs to the proposed Settlement from putative Class Members.

10. The Opt-Out Form, generally in the form attached as Schedule "D" to this Order, is approved.

11. The deadline for objections and opt-outs shall be 5:00pm EST on Tuesday, February 21, 2020, and shall not be extended unless ordered by the Court.

12. After the deadline for objections and opt-outs has ended, and prior to the hearing of the motion to approve the Settlement, the O&O Administrator shall report to the Court, to the Defendants and to Class Counsel the names of those Class Members, if any, who have objected to the Settlement, or who have opted out of the Action, the number of Eligible Shares held by each Class Member who objected or opted out, and a summary of the information delivered by each Class Member who objected or opted out.

13. A hearing will be held on March 2, 2020 at 10:00 a.m. in the courthouse located at 161 Elgin Street, Ottawa, Ontario (the "Approval Hearing"), to:

(a) approve the Settlement Agreement;

(b) approve the fee agreement between the plaintiffs and Morganti & Co., P.C. and to fix the fees, disbursements and applicable taxes of Morganti & Co., P.C.;

(c) approve a second notice advising Class Members that the Settlement has been approved and describing how Class Members can submit Claim Forms to participate in the distribution of the Settlement Amount and the deadline to do so; and

(d) deal with any related matters.

14. Within ten days of this Order, the putative Class Members shall be given notice of this Order and the Approval Hearing by:

(a) Class Counsel publishing:

(i) the First Notice in English in at least ¼ page size in the business/legal section of the weekend edition of each of The National Post and the Montreal Gazette;

(ii) a translation of the First Notice in French in at least ¼ page size in the business section of the weekend edition of each of Le Soleil and Le Devoir;

(iii) a translation of the First Notice in German online in Focus Money (an investor-focused publication based in Germany);

(b) Class Counsel disseminating a press release in English and French, generally in the form attached as Schedule "C" to this Order;

(c) Class Counsel posting the First Notice in English, French and German on the website at www.morgantico.com/namaste-technologies/;

(d) Namaste posting the First Notice in English, French and German in the investor relations section of www.namastetechnologies.com; and

(e) the O&O Administrator posting the First Notice in English, French and German on the website at www.namastesecuritiesclassaction.com.

15. No later than 10 business days after the issuance of this Order and receipt of translations of the First Notice from Class Counsel, Namaste shall cause the First Notice to be sent by ordinary mail in English, French and German to every registered shareholder for which it has an

address that is outside Canada, and in French and English to every registered shareholder for which it has an address that is in the province of Quebec.

16. Forthwith after the publication and dissemination of the First Notice as required by paragraphs 14 and 15, each of Class Counsel and Namaste shall file an affidavit with the Court confirming compliance with the provisions of those paragraphs of this Order.

17. At the Approval Hearing the Court will consider objections to the Settlement Agreement if the objections are received in written form by no later than 5:00pm EST on February 21, 2020 by:

Paul Battaglia
Trilogy Class Action Services
117 Queen Street, P.O. Box. 1000
Niagara-on-the-Lake, Ontario, L0S 1J0
Attention: Namaste Class Action
Fax: 416-342-1761
Email: objection@trilogyclassactions.ca

18. Written objections must include the following:

(a) the person's full name, current mailing address, fax number, telephone number and email address, as may be available;

(b) the number of shares purchased during and held at the close of the Class Period;

(c) a brief statement of the nature of and the reasons for the objection; and

(d) whether the person or a representative intends to appear at the Approval Hearing in person or by counsel, and if by counsel, the name, address, telephone number, fax number and email address of counsel.

19. The O&O Administrator shall, on or before February 25, 2020, report to the Court, by affidavit, with a copy to Morganti & Co., P.C. and counsel for the defendants, the name of each person who objected or opted-out of the Settlement and copies of any materials filed in connection with those objections and opt-outs.

20. Morganti & Co., P.C. is appointed, until further order of the Court, to manage the Escrow Account in accordance with sections 4.1, 4.2, 5.1, 5.2 and 5.3 of the Settlement Agreement, and shall account to the Court and to the defendants for all payments it makes from the Escrow Account in accordance with section 4.1(2) of the Settlement Agreement.

21. The costs relating to the implementation of this Order, including the costs associated with the publication of the First Notice and press release, and the fees, disbursements and taxes of the O&O Administrator shall be paid by Class Counsel as such costs are incurred out of the settlement proceeds and such costs shall be Non-Refundable Expenses, as defined in section 4 of the Settlement Agreement.

22. The Parties and the Contributing Parties may apply to this Court for directions in respect of the implementation of this Order.

THE HONOURABLE JUSTICE SMITH

Court File No.: 18-CV-78184

RONALD TARRANT
Plaintiff

and

NAMASTE TECHNOLOGIES, INC., SEAN DOLLINGER and PHILIP VAN DEN BERG
Defendants

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDINGS COMMENCED AT OTTAWA

O R D E R

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