

FORM 51-102F3  
MATERIAL CHANGE REPORT

- ITEM 1. Name and Address of Company  
Lineage Grow Company Ltd. (formerly, Lakeside Minerals Inc.)  
77 King Street West  
Suite 2905, P.O. Box 121, TD Centre  
Toronto, Ontario M5K 1H1
- ITEM 2. Date of Material Change  
July 21, 2017
- ITEM 3. Press Releases  
Press release in the form of Schedule A attached hereto was disseminated on July 21, 2017 via Marketwired news service.
- ITEM 4. Summary of Material Change  
Lakeside Minerals Inc. (the "**Company**") has announced that at Annual and Special Meeting held on July 19, 2017, shareholders of the Company voted in favour of all items of business, including the corporate name change to "Lineage Grow Company Ltd.", to better reflect its existing business.
- ITEM 5. Full Description of Material Change  
5.1 Full Description of Material Change  
See Schedule A attached.  
5.2 Disclosure for Restructuring Transactions  
Not applicable.
- ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102  
Not applicable.
- ITEM 7. Omitted Information  
Not applicable.
- ITEM 8. Executive Officer  
The following officer of the Company may be contacted for further information:  
David Drutz, CEO  
(416) 479-4142  
[ddrutz@lineagegrow.com](mailto:ddrutz@lineagegrow.com)
- ITEM 9. Date of Report  
This report is dated this 26<sup>th</sup> day of July, 2017.



**Lineage Grow Company Ltd.**  
77 King Street West, Suite 2905  
Toronto, ON M5K 1H1

July 21, 2017 10:22 ET

## LAKESIDE ANNOUNCES 2017 ANNUAL AND SPECIAL MEETING RESULTS

**Toronto, Ontario** – Lakeside Minerals Inc., now Lineage Grow Company Ltd. (the "**Company**" or "**Lineage**") wishes to announce that at the July 19th, 2017 Annual and Special Meeting ("**AGM**") in Toronto, shareholders voted in favour of all items of business.

### Results of 2017 Annual and Special Meeting

The following six (6) persons were nominated for election and elected as directors of the Company with the following percentages:

<b>Name of Nominee</b>	<b>Percentage</b>
Peter Bilodeau	99%
Aurelio Useche	99%
Hamish Sutherland	99%
Robert Schwartz	99%
David Posner	99%
David Drutz	99%

At the AGM, shareholders also approved the following resolutions:

- Corporate name changes to "**Lineage Grow Company Ltd.**" to better reflect its existing business;
- Reappointment of UHY McGovern Hurley LLP as the Company's auditors for the ensuing year and fixing their remuneration;
- Ratification, confirmation and approval of the Company's 10% rolling stock option plan.

### Business and Listing Update

The Company continues to work towards finalizing the definitive agreements with Nutritional High International Inc. (please see the Company's press releases dated February 28, 2017 and July 4, 2017), and is expecting to finalize the documents and close the Proposed Transaction in due course. The senior management teams of Lineage and Nutritional High have been working to finalize the permitting for both Pueblo, CO and Henderson, NV before deploying capital to build-out the cultivation facilities. Lineage has also been in discussions with various potential partners to augment its intellectual property portfolio and expects to provide updates as the arrangements are finalized.

Lineage continues to work toward finalizing the listing statement to the Canadian Securities Exchange ("**CSE**") to qualify the listing of the Company's common shares on the CSE. There is no assurance the CSE will provide conditional or final approval of the Company's application to list the Common Shares on the CSE. The CSE's final approvals remain subject to the Company fulfilling all of the requirements of the CSE.

**About Lineage Grow Company Ltd.**

Lineage Grow Company Ltd. is a reporting issuer that is seeking listing on the Canadian Securities Exchange ("CSE"). Lineage is focused on establishing state-of-the-art cultivation facilities and a view towards developing a dominant brand of premium quality craft cannabis. Lineage is seeking to deploy advanced cultivation techniques and best-of-breed genetics to develop a brand of craft cannabis known for emphasizing the unique flavors, smells, and potencies of each individual strain. By leveraging cutting edge agricultural and technological solutions, Lineage intends to optimize the variable costs associated with cannabis cultivation and successfully produce craft cannabis at an commercially viable industrial scale.

**For further information, please contact:**

David Drutz, CEO  
Lakeside Minerals Inc.  
(416) 479-4142  
Email: [ddrutz@lineagegrow.com](mailto:ddrutz@lineagegrow.com)

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