

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

1CM Inc. (the “**Issuer**” or “**1CM**”)  
625 Cochrane Drive  
Suite 802  
Markham, ON  
L3R 9R9

**Item 2 Date of Material Change**

November 9<sup>th</sup>, 2022

**Item 3 News Release**

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated on November 9<sup>th</sup>, 2022 and filed on SEDAR.

**Item 4 Summary of Material Change**

The Issuer announced that it has completed a non-brokered private placement (the “**Private Placement**”) for gross proceeds of \$5,800,000, for up to a maximum of 4,000,000 Common Shares in the capital of 1CM at a price of \$1.45 per share to certain “accredited investors”. All securities issued are subject to a statutory four month hold period.

**Item 5 Full Description of Material Change**

Please see the news release attached as Schedule “A” for a full description of the material change.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

The Issuer is not relying on sub-section 7.1 (2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report.

**Item 7 Omitted Information**

No information has been omitted from this report on the basis that is confidential information.

**Item 8 Executive Officer**

For further information, please contact Tanvi Bhandari, Chief Executive Officer, at tel: 717-888-8889,  
email: tanvi@1cminc.com

**Item 9 Date of Report**

Dated at Toronto, Ontario, November 9<sup>th</sup>, 2022.

## SCHEDULE "A"

### 1CM INC. ANNOUNCES COMPLETION OF A \$5,800,000.00 PRIVATE PLACEMENT

TORONTO, ONTARIO --- (Newsfile Corp. – November 9<sup>th</sup> 2022) – **1CM Inc.** (CSE: EPIC)(OTCQB: LVCNF) (the "**Company**" or "**1CM**") announces the completion of a \$5,800,000 private placement to issue 4,000,000 Common shares in the capital of the Company (the "**Shares**") at a price of \$1.45 per Share for total gross proceeds of up to \$5,800,000 in a non-brokered private placement to certain "accredited investors" (the "**Private Placement**"). Total gross proceeds raised from the closing of the Private placement will be used for general corporate purposes, and all securities issued are subject to a statutory four month hold period.

The Shares will be offered on a private placement basis in certain provinces and territories of Canada pursuant to applicable exemptions from the prospectus requirements of Canadian securities laws. No securities regulatory authority has either approved or disapproved of the contents of this news release. The Shares will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Shares may not be offered or sold within the United States or to or for the account or benefit of "U.S. persons" unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

#### **About 1CM Inc.**

1CM Inc. is a multi-jurisdictional, multidimensional cannabis company focused on its retail customers and technology to democratize cannabis markets. Our vision is to be a leading cannabis company globally with solutions that add value to consumers and companies. The Company is focused on expanding its current operations through organic growth and by way of merger and acquisition transactions.

For more information, please contact:

Tanvi Bhandari

CEO

1CM Inc.

Tel: (717) - 888 -8889

tanvi@lcminc.com

#### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS:**

Certain information in this press release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of

historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expect”, “potential”, “believe”, “intend” or negatives of these terms and similar expressions.

Forward-looking statements are based on certain assumptions, including successful application to be a licensed cannabis producer and seller, expected growth, results from operations, performance, industry trends and growth opportunities. While 1CM Inc. considers these assumptions to be reasonable, based on information currently available, they are inherently subject to significant business, economic and competitive uncertainties and contingencies and they may prove to be incorrect. Readers are cautioned not to place undue reliance on forward-looking statements.

Forward-looking statements also necessarily involve known and unknown risks, including without limitation, risks associated with general economic conditions, adverse industry events, marketing costs, loss of markets, future legislative and regulatory developments, the inability to access sufficient capital on favorable terms, the medical and recreational cannabis industry in Canada in general, income tax and regulatory matters, the ability of 1CM Inc. to execute its business strategies, competition, crop failure, currency and interest rate fluctuations and other risks.

Readers are cautioned that the foregoing is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ from those anticipated. Forward-looking statements are not guarantees of future performance. Except as required by law, 1CM Inc. disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, events or otherwise. Forward- looking statements contained in this news release are expressly qualified by this cautionary statement.

Source: **1CM Inc.**

*Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.*