

Form 51-102F3 Material Change Report

Item 1. Reporting Issuer

Biome Grow Inc.
480 University Avenue
Toronto, ON M5G 1V2

Item 2. Date of Material Change

July 27, 2020 and August 4, 2020

Item 3. News Release

News Releases dated July 27, 2020, and August 4, 2020, were disseminated via newswire and forwarded to the Canadian Stock Exchange. A copy of the News Releases are attached.

Item 4. Summary of Material Change

On July 27, 2020, Biome Grow Inc. (“Biome”) entered into an agreement with MYM Nutraceuticals Inc. (“MYM”) to sell 100% of Biome’s wholly-owned subsidiary Highland Grow Inc. (“HGI”). The closing of the transaction was announced on August 4, 2020.

The aggregate consideration for the transaction was approximately \$12,898,727 consisting of: (i) \$1.5 million in cash; (ii) 42,813,985 common shares in the capital of MYM (each a “MYM Share”) at a deemed per share price of \$0.065, representing 19% of MYM’s total issued and outstanding share capital post-closing (the “Consideration Shares”); and (iii) 132,551,040 newly-created non-voting Class A Special Shares, which are exchangeable into common shares in the capital of MYM, representing an additional 30% of MYM’s total issued and outstanding share capital, as of the date of closing.

Please see the attached press releases for more information.

Item 5. Full Description of Material Change

See attached press releases

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

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

The following Senior Officer of the Company is available to answer questions regarding this report:

Khurram Malik
CEO
416-875-8395

Item 9. Date of Report

Dated at Toronto, ON, 4th day of August, 2020

Biome Grow Inc.

Per:
“Khurram Malik”
Khurram Milik
CEO



NEWS RELEASE

MYM and Biome Grow Announce Signing of Strategic Transaction Agreement

VANCOUVER, British Columbia, July 27, 2020 – MYM Nutraceuticals Inc. (CSE: MYM) (OTC: MYMMF) (“**MYM**”) and Biome Grow Inc. (CSE: BIO) (CNSX: BIO.CN) (Frankfurt: 6OTA) (OTC: BIOIF) (“**Biome**”) are pleased to announce that they have entered into an agreement whereby MYM has agreed to acquire 100% of Biome’s wholly-owned subsidiary Highland Grow Inc. (“**HGI**”), which is licensed under the *Cannabis Act (Canada)* to cultivate, process, and distribute cannabis from its facility located in Antigonish, Nova Scotia. As part of the transaction, Biome will become the largest shareholder of MYM.

The total consideration to be paid by MYM for the acquisition will be approximately \$12,898,727 consisting of: (i) \$1.5 million in cash; (ii) 42,813,985 common shares in the capital of MYM (each a “**MYM Share**”) at a deemed per share price of \$0.065, representing 19% of MYM’s total issued and outstanding share capital post-closing (the “**Consideration Shares**”); and (iii) 132,551,040 newly-created non-voting Class A Special Shares of MYM, which non-voting shares may be exchanged for MYM Shares in accordance with the Class A Special Shares’ rights and restrictions; and (iv) MYM’s agreement to make the Loan (as described below).

“We are extremely excited to welcome Highland Grow to the MYM family”, said Robin Linden, interim CEO of MYM Nutraceuticals. “The Highland Grow cultivation and distribution facility in Nova Scotia will expand MYM’s cannabis footprint, enabling us to immediately supply the Canadian market with premium craft cannabis, including product grown in our Quebec based facility.”

“This is a great opportunity that benefits all of our stakeholders,” said Khurram Malik, CEO of Biome Grow. “This transaction allows Biome to become the largest single shareholder in a much bigger operating platform than it could currently create on its own, an ability to address our significant liabilities stemming from our previously abandoned capital intensive strategy, and it gives Biome greater flexibility on how to evolve the business in this fast changing industry.”

To finance the acquisition and to provide additional working capital, MYM has entered into a loan facility (the “**Loan Facility**”) with 1909203 Ontario Inc. (the “**Facility Lender**”) whereby MYM will borrow \$3 million for a term of 18 months with an option to extend for an additional 6 months at the sole discretion of MYM upon MYM paying the Facility Lender an extension fee. 1909203 Ontario Inc. is controlled by Michael Wiener and parties related to him. The Loan Facility shall bear interest at a face rate of 17.5% per annum. MYM shall also pay the Facility Lender a set-up fee equal to 3% of the amount advanced and an immediate interest payment equal to 5% of the amount advanced separate from and in addition to the 17.5% per annum interest payable under the Loan Facility. The Loan Facility is secured against all of MYM’s current and future acquired assets. At any time during the term of the Loan Facility, at MYM’s discretion, MYM may borrow an additional \$1 million from the Facility Lender on the same terms and conditions as the \$3 million loan upon issuing the Facility Lender warrants to purchase 28,571,429 common shares of MYM with an exercise price of \$0.07 per common share.

MYM has also agreed to loan Biome an amount equal to \$1 million (the “**Biome Loan**”) for a term of 18 months with an option to extend for an additional 6 months at the sole discretion of Biome upon Biome paying an extension fee. The Biome Loan shall bear interest at a face rate of 17.5% per annum. Biome shall also pay a set-up fee equal to 3% of the amount advanced and an immediate interest payment equal to 5% of the amount advanced separate from and in addition to the 17.5% per annum interest payable under the Biome Loan. Interest on the Loan shall be payable monthly beginning on the day that is 4 months following the advance of the Loan. Requiring no further loan of cash by MYM, the principal amount of the Biome Loan shall be increased by the amount of certain liabilities of HGI, which will continue to be owing by HGI post-closing estimated to be approximately \$1.4M. Upon completion of the transaction, Michael Wiener will resign as a director of Biome and will be appointed as Chief Executive Officer and a director of MYM. Robin Linden will resume his role as a director and Chief Marketing Officer of MYM. Robert Wolf will also be appointed a director of MYM.

The cash proceeds of the transaction and the Biome Loan will principally be used by Biome to satisfy outstanding obligations owing to its senior lender. In connection with the pre-payment of that loan facility, Biome has agreed to pay a pre-payment fee of \$44,402.81, which amount will be satisfied by Biome issuing 417,535 common shares in the capital of Biome at a deemed price per share of \$0.08.

As security for the Loan, 38,461,538 Consideration Shares will be placed into escrow and released to Biome on regular intervals. Any proceeds received by Biome from the sale of such Consideration Shares shall be used to repay the Loan until such time as the Biome Loan is discharged in full.

The completion transactions described herein are subject to certain conditions precedent, and if such conditions are not satisfied or waived by August 7, 2020 (or a later date if

extended in accordance with the SPA), the SPA, may be terminated. There can be no assurance that these transactions will be completed.

The parties acknowledge that the Facility Lender is a company related to Michael Wiener and will be loaning monies to MYM to allow it to make the cash payments to Biome to complete the share purchase and Biome Loan transactions. As such these transactions could be considered a related party transaction pursuant to Multilateral Instrument 61-101-*Protection of Minority Shareholders in Special Transactions* (“MI 61-101”). Notwithstanding the forgoing, Biome has determined that the related party portion of these transactions are exempt from the valuation and minority approval requirements of MI 61-101, on the basis that the value of the related party portion of these transactions does not exceed 25% of the market capitalization of Biome as of the date hereof.

About MYM Nutraceuticals Inc.

MYM is a licensed cannabis producer in Canada. It is uniquely positioned to opportunistically acquire and/or invest in companies within the cannabis and hemp industries that are in need of capital and management support. Our senior management team is made up of experts engaged in a wide array of disciplines – upper level management of public companies, finance, law, master growing, plant pathology, agricultural economics, pharmaceutical, engineering, global marketing, product development and branding, distribution and seed genetics. MYM is a shareholder in two production projects in Quebec and is actively looking to acquire complementary businesses and assets in the cannabis sector. MYM shares trade in Canada, Germany and the United States under the following symbols: (CSE: MYM) (OTC: MYMMF) (FRA:0MY) (DEU:0MY) (MUN:0MY) (STU:0MY).

About Biome

Biome is a Canadian-based company with national and international business interests in the cannabis industry. Its wholly owned subsidiary Highland Grow Inc., is licensed to cultivate, process, and sell cannabis under the *Cannabis Act (Canada)*.

ON BEHALF OF THE MYM BOARD

Robin Linden, Director
MYM Nutraceuticals Inc.

www.mym.ca

Investor Relations - investors@mym.ca

Keep up to date with MYM on our social media channels:

Twitter: @mymnutra

Facebook: @mymnutra

Instagram: @mymnutra

ON BEHALF OF THE BIOME BOARD

Khurram Malik, Director,
Biome Grow Inc.

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This release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws, including the transactions contemplated herein are anticipated to close on the terms and timeline as anticipated by the management of MYM and Biome (the “Companies”). Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as “intends,” “anticipates,” “it is expected,” or variations of such words and phrases, or statements that certain actions, events or results “may,” “could,” “should,” or “would” occur. Forward-looking statements are based on certain material assumptions and analyses made by management of the Companies and the opinions and estimates of management of the Companies as of the date of this press release, including that the transactions contemplated herein will close on the terms and timeline as anticipated by the management of the Companies. Although the Companies consider these assumptions to be reasonable based on information currently available to them, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors may include, among others, the risk that the transactions contemplated herein will not close on the terms and timeline as anticipated by the management of MYM and Biome, or at all and the other risks and uncertainties applicable to the Companies and the business of the HGI as set forth in the Companies’ management discussion and analysis and MYM’s annual information form and the Companies’ other disclosure available under the Companies’ profiles at www.sedar.com. There can be no assurance that the transactions contemplated in this news release will complete. Although management of the Companies have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Companies do not undertake to update any forward-looking statement, forward-looking information or financial outlook that is, except in accordance with applicable securities laws. We seek safe harbor.



NEWS RELEASE

Biome Closes Previously Announced Transaction with MYM

VANCOUVER, British Columbia, August 04, 2020 – Biome Grow Inc. (CSE: BIO) (CNSX: BIO.CN) (Frankfurt: 6OTA) (OTC: BIOIF (“**Biome**”)) is pleased to announce that Biome and MYM Nutraceuticals Inc. (CSE: MYM) (OTC: MYMMF) (“**MYM**”) have closed the transactions previously announced on July 27, 2020 pursuant to which MYM acquired 100% of Biome’s wholly-owned subsidiary Highland Grow Inc. (“**HGI**”), which is licensed under the *Cannabis Act (Canada)* to cultivate, process, and distribute cannabis from its facility located in Antigonish, Nova Scotia.

On Closing MYM paid Biome \$1.5 million in cash, and issued it 42,813,985 MYM common shares, representing 19% of the issued and outstanding common shares of MYM. It also issued Biome 132,551,040 Class A Special Shares which are exchangeable into MYM common shares, representing an additional 30% of the issued and outstanding common shares of MYM.

“This transaction will give Biome shareholders exposure to a combined operating platform that has a licensed internal cultivation capacity that is approximately 4X larger than that of Highland Grow Inc’s. The larger combined footprint also allows for greater processing capacity without the need for significant capital expenditure,” stated Khurram Malik, CEO of Biome Grow Inc.

Additional details on the transaction can be found in the joint Biome and MYM press release dated July 27, 2020.

About Biome

Biome is a Canadian-based company with national and international business interests in the cannabis industry.

ON BEHALF OF THE BIOME BOARD

Khurram Malik, Director,

Biome Grow Inc.

www.biomegrow.com

Investor Relations - investors@biomegrow.com