

## AMENDMENT AGREEMENT

THIS AGREEMENT dated for reference the 30th day of April, 2020.

### AMONG:

**MOUNTAIN LAKE MINERALS INC.**, a company existing under the laws of the Province of British Columbia,

("Spinco")

### AND:

**PAC ROOTS CANNABIS CORP.**, a company existing under the laws of the Province of British Columbia,

("Pac Roots")

OF THE SECOND PART

### WHEREAS:

- A. Pac Roots and Spinco entered into an arrangement agreement dated June 5, 2018 (the "**Agreement**");
- B. Since the date of the Agreement:
- (a) Pac Roots changed its name from 'Mountain Lake Minerals Inc' to 'Pac Roots Cannabis Corp' and Spinco changed its name from 1167343 B.C. Ltd. to 'Mountain Lake Minerals Inc'. (collectively the "**Name Changes**");
  - (b) Pac Roots has provided certain advances to Spinco forming part of the Working Capital amount in the aggregate amount of \$450,000 (the "**Advances**"); and
  - (c) Pac Roots entered into a purchase agreement dated April 6, 2020 (the "**Purchase Agreement**") with Kevin Ryan and New Dawn Resources Inc. ("**New Dawn**") for the acquisition of the mineral property known as the Manuels property and it is intended that the Purchase Agreement be assigned to Spinco;
  - (d) In connection with the Purchase Agreement, Pac Roots and New Dawn entered into an indenture of termination dated April 6, 2020 (the "**Termination Agreement**") which resulted in the termination of the option agreement dated October 30, 2017 between Pac Roots and New Dawn.
- C. The parties mutually wish to amend the Agreement to acknowledge (a) the completion of the Name Changes; (b) the Working Capital due on the Effective Date will be reduced by the Advances and (c) the execution of the Purchase Agreement and the Termination Agreement.

**NOW THEREFORE**, in consideration of the mutual premises and the respective covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties, the parties agree as follows:

## 1. ONE AGREEMENT

The Agreement, as amended hereby, will continue in full force and effect and this Amendment Agreement will have effect so far as practicable as if all the provisions of the Agreement and of this Amendment Agreement were contained in the one instrument.

## 2. DEFINITIONS

Except as otherwise specified herein, all capitalized terms defined in the Agreement will have the same meaning when used in this Amendment Agreement.

## 3. AMENDMENTS TO AGREEMENT

Effective as of the date hereof, the Agreement is hereby amended such that:

- (a) Subsection 1.1(z) shall be deleted and replaced as follows:

“(z) – “**Option Agreement**” means the amended and restated purchase agreement dated April 6, 2020, as amended between Kevin Ryan, New Dawn Resources Inc. and MLK pursuant to which MLK has the right to acquire a 100% interest in the mineral claims known as the Manuels property, as more particularly described in the Option Agreement;

- (b) The Agreement and the Plan of Arrangement shall be read as though the references of the parties thereto reflected the Name Changes and all references to ‘MLK’ shall be read as though they reference ‘PACR’; and
- (c) Spinco acknowledges receipt of the Advances and that on the Effective Date, Pac Roots will provide the balance of the Working Capital as \$550,000.

## 4. GOVERNING LAW

This Amendment Agreement will be governed by and construed in accordance with the laws of the Province of British Columbia and the courts of such Province will have jurisdiction over any dispute arising under this Agreement.

## 5. COUNTERPARTS

This Amendment Agreement may be executed in two or more counterparts, each of which will be deemed to be an original and all of which will constitute one agreement, effective as of the reference date given above.

IN WITNESS WHEREOF the parties hereto have hereunto executed this Agreement as of the day and year first above written.

**PAC ROOTS CANNABIS CORP.**

Per: "signed"  
Authorized Signatory

**MOUNTAIN LAKE MINERALS INC.**

Per: "signed"  
Authorized Signatory