

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

Generic Gold Corp. (the “**Company**”)
141 Adelaide Street West, Suite 1660
Toronto, Ontario M5H 3L5

2. **Date of Material Change**

September 16, 2019

3. **News Release**

A press release disclosing the material change was released on September 17, 2019, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company and OG DNA Genetics Inc. (“**DNA**”) entered into a definitive agreement (the “**Definitive Agreement**”) to complete a business combination (the “**Proposed Transaction**”). Upon completion of the Proposed Transaction, the security holders of DNA will hold substantially all of the outstanding securities of the Company (the “**Resulting Issuer**”), and the Resulting Issuer will carry on the business of DNA.

5. **Full Description of Material Change**

A full description of the material change is described in the Company’s press release dated September 17, 2019 which is attached as Schedule “A” hereto.

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

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer**

For further information, contact Kelly Malcolm, President and Chief Executive Officer of the Company: (647) 299-1153.

9. **Date of Report**

This report is dated at Toronto, this 20th day of September, 2019.

SCHEDULE "A"



OG DNA Genetics Inc. and Generic Gold Corp. Announce Definitive Agreement

Toronto, Canada -- (September 17, 2019) - OG DNA Genetics Inc. (“DNA”), a globally recognized leading cannabis brand, and Generic Gold Corp. (CSE: GGC) (FSE: 1WD) (“**Generic Gold**”) are pleased to announce that they have entered into a definitive agreement (the “**Definitive Agreement**”) to complete their previously announced business combination (the “**Proposed Transaction**”). Upon completion of the Proposed Transaction, the securityholders of DNA will hold substantially all of the outstanding securities of Generic Gold (the “**Resulting Issuer**”), and the Resulting Issuer will carry on the business of DNA. A copy of the Definitive Agreement will be made available on Generic Gold’s SEDAR profile at www.sedar.com.

Details of the Proposed Transaction

Pursuant to the Definitive Agreement entered into among DNA, Generic Gold and 1222150 B.C. Ltd., a wholly-owned subsidiary of Generic Gold (“**Subco**”), and upon the satisfaction or waiver of the conditions set out therein, the following, among other things, will be completed in connection with the consummation of the Proposed Transaction:

- Generic Gold will continue from the Province of Ontario into the Province of British Columbia (the “**Continuance**”) and will: (i) effect a capital restructuring (the “**Restructuring**”) to (A) create a class of restricted voting shares having the same economic power (on an as-converted basis) as the issued and outstanding common shares (“**Generic Gold Shares**”), and (B) consolidate the Generic Gold Shares such that the aggregate number of Common Shares outstanding post-consolidation be no greater than 1,000,000 (the “**Generic Share Consolidation**”); (ii) approve the adoption of Articles under the *Business Corporations Act* (British Columbia) which will effect the Restructuring (the “**Share Structure Amendment**”); (iii) change its name to “OG DNA Holdings Inc.” or such other name as determined by DNA (the “**Name Change**”); (iv) appoint MNP LLP as auditors of Resulting Issuer; and (v) approve a new equity compensation plan (collectively, all of the foregoing are referred to as the “**Shareholder Approval Matters**”).
- Subco will merge with and into the DNA, pursuant to which, among other things, all outstanding common shares of DNA (the “**DNA Shares**”) and all securities convertible into DNA Shares shall be exchanged for replacement securities of the Resulting Issuer, one-for-one on a post-consolidation basis, exercisable in accordance with their terms; and
- the board of directors and management of the Resulting Issuer will be replaced with nominees of DNA.

The Proposed Transaction is subject to the conditions set out in the Definitive Agreement, including but not limited to obtaining the requisite approval of DNA’s and Generic Gold’s securityholders, completion of a brokered private placement in such amount as is necessary to satisfy the minimum listing requirements of the Canadian Securities Exchange (“**CSE**”), and completion by Generic Gold of the Continuance, the Generic Share Consolidation, the Name Change, and the Share Structure Amendment.

Trading in the Generic Gold Shares was halted by the Canadian Securities Exchange on March 25, 2019. Pending completion of the Proposed Transaction, which is anticipated to occur in Q4 2019, it is expected that the Generic Gold Shares will remain halted for trading.

Management and Organization

Following the closing of the Proposed Transaction, it is anticipated that the Resulting Issuer will be led by Charles Phillips, Chief Executive Officer, Don Morris, Chief Cannabis Officer and Aaron Yarkoni, Chief Research Officer. The Resulting Issuer's board of directors (the "**Board**") is expected to be comprised of seven representatives, all of whom will be nominated by DNA.

Listing

The Proposed Transaction is conditional upon the Resulting Issuer's common shares being listed on the CSE. Listing will be subject to satisfying the CSE's listing requirements.

About DNA Genetics

DNA was rooted in Los Angeles and founded in Amsterdam in 2004 by Don Morris and Aaron Yarkoni. Over the last decade, DNA has built and curated a seasoned genetic library and developed proven standard operating procedures for genetic selection, breeding, and cultivation. In a world that is increasingly opening up to commercial cannabis activity, DNA is positioned to become the first, truly geographically-diversified company with multiple partnerships with top-licensed producers and brands that have built their companies and global presence utilizing the "Powered by DNA" model. For more information, please visit www.dnagenetics.com.

About Generic Gold

Generic Gold is a Canadian mineral exploration company focused on gold projects in the Tintina Gold Belt in the Yukon Territory of Canada. The Company's exploration portfolio consists of nine projects with a total land position of 37,877 hectares, all of which are 100% owned by Generic Gold. For information on the Company's property portfolio, visit the Company's website at genericgold.ca.

For further information please contact:

OG DNA Genetics Inc.

Rezwan Khan, Director of Business Development
Rezwan@dnagenetics.com

Generic Gold Corp.

Kelly Malcolm, President, CEO, and Director
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kmalcolm@genericgold.ca

As noted above, completion of the Proposed Transaction is subject to a number of conditions; however, there can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular of Generic Gold or the listing statement of the Resulting Issuer to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

Neither the Canadian Securities Exchange nor any securities regulatory authority has in any way passed upon the merits of the Proposed Transaction nor accepts responsibility for the adequacy or accuracy of this news release.

Forward-Looking Information and Statements

This press release contains certain “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian and United States securities legislation. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only Generic Gold’s beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of Generic Gold’s control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking information and forward-looking statements contained herein may include, but are not limited to, information concerning the Proposed Transaction, expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, the timing for completing the Proposed Transaction, expectations for the effects of the Proposed Transaction or the ability of the combined company to successfully achieve business objectives, expectations as to economic, business, and/or competitive factors.

By identifying such information and statements in this manner, Generic Gold is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Generic Gold to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, Generic Gold has made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: the ability to consummate the Proposed Transaction; the ability to obtain requisite regulatory and securityholder approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction on the proposed terms and schedule; the potential impact of the announcement or consummation of the Proposed Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation; and the diversion of management time on the Proposed Transaction. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

Although Generic Gold believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and

forward-looking statements contained in this press release are made as of the date of this press release, and Generic Gold does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward- looking information and statements attributable to Generic Gold or persons acting on its behalf is expressly qualified in its entirety by this notice.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATION SERVICES PROVIDER ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.