

RED LIGHT HOLLAND CORP.
(formerly, Added Capital Inc.)

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Red Light Holland Corp. (formerly, Added Capital Inc.) (the “**Corporation**”)
1 Adelaide Street East, Suite 801
Toronto, ON M5C 2V9

Item 2: Date of Material Change

May 22, 2020.

Item 3: News Release

A news release was disseminated on May 25, 2020 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

The Corporation announced that (i) the Canadian Securities Exchange (the “**CSE**”) provided the Corporation with conditional approval on May 22, 2020 to list its common shares (“**Common Shares**”) on the CSE., and (ii) the Corporation has completed its previously announced reverse takeover transaction (the “**RTO Transaction**”) with Red Light Holland Financing Inc. (“**Finco**”) and Red Light Holland Debt Inc. (“**Debtco**”) on May 22, 2020, by way of two triangular amalgamations.

Item 5.1: Full Description of Material Change

See attached news releases at Schedule “A” to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Todd Shapiro, Chief Executive Officer, Chairman, and Director
Tel: 647 204-7129, Email: redlightholland@gmail.com

Item 9: Date of Report

This report is dated as of the 29th day of May, 2020.

SCHEDULE “A”

Red Light Holland Announces Conditional Approval to List on the CSE under the Ticker “TRIP” and Closing of Reverse Takeover

Toronto, ON – May 25, 2020 – Red Light Holland Corp. (“**Red Light**” or the “**Company**”) is pleased to announce that the Canadian Securities Exchange (the “**CSE**”) provided the Company with conditional approval on May 22, 2020 to list its common shares (“**Common Shares**”). The Company is in the process of filing final documents with the CSE and, subject to satisfying customary listing conditions, expects the Common Shares to commence trading on May 28, 2020 under the ticker symbol “TRIP” (the “**CSE Listing**”).

The Company is also pleased to report that its previously announced reverse takeover transaction (the “**RTO Transaction**”) with Red Light Holland Financing Inc. (“**Finco**”) and Red Light Holland Debt Inc. (“**Debtco**”) closed on May 22, 2020. The RTO Transaction was effected by way of two triangular amalgamations among (a) the Company, Debtco and a wholly-owned subsidiary of the Company, and (b) the Company, Finco and another wholly-owned subsidiary of the Company. The Company is a reporting issuer whose Common Shares were voluntarily delisted from the TSX Venture Exchange on May 23, 2019, and consequently have not been posted for trading on any marketplace since such that time.

Following the CSE Listing, the Company, through one or more wholly-owned subsidiaries, intends to establish itself as a producer and distributor of its premium brand of psilocybin truffles (“**Truffles**”) within the Netherlands. By doing so, the Company hopes to contribute to the advancement and awareness of Truffles, and promote its potential as a candidate for further research and study. The Company’s target market is focused on the recreational space, and includes young professionals, and socially and artistically conscious individuals who are part of the positive counterculture.

In connection with the completion of the RTO Transaction, the board of directors and senior officers of the Company were reconstituted to consist of Todd Shapiro (Director, Chairman and Chief Executive Officer), Hans Derix (President), Kyle Appleby (Chief Financial Officer), Anne Barnes (Director), Lowell Kamin (Director), and Binyomin Posen (Director). Additional information regarding the business of the Company and the biographical details of the board of directors and senior officers can be found in the Company’s CSE Form 2A Listing Statement, which will be filed on SEDAR prior to the commencement of trading of the Common Shares on the CSE.

“Completing the Canadian Securities Exchange listing is a key milestone for the Company, as Red Light Holland embarks on becoming a leading provider of Truffles for the legal recreational Truffles market” said Todd Shapiro, the Chief Executive Officer and Chairman of the Company. Mr. Shapiro further commented “fulfilling our commitment to become a publicly listed company will provide the Company with access to institutional capital to foster our development and expansion plans. We are very grateful to the Canadian Securities Exchange, its staff and all our services providers for assisting us in achieving this important milestone”.

In connection with the RTO Transaction, the escrowed portion of the net proceeds from the Company’s previously announced private placement offering of subscription receipts of Finco (the “**Financing**”) were released from escrow and the subscription receipts were converted into 66,022,530 Common Shares. As a result of the completion of the RTO Transaction, former holders of subscription receipts from the Financing now hold approximately 34.06% of the Common Shares, on a non-diluted basis.

The net proceeds from the Financing will be used by the Company for operational expansion, business development and working capital purposes.

For additional information on the Company:

Todd Shapiro

Chief Executive Officer and Chairman.

Tel: 647-204-7129

Email: redlightholland@gmail.com

Forward-Looking Statements

This news release contains “forward-looking information” within the meaning of applicable securities laws including the listing of the Common Shares on the CSE as well as information relating to the Company. Although the Company believes, in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate, that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Company can give no assurance that they will prove to be correct. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the costs of compliance with and the risk of liability imposed under the laws in which the Company is operating or will operate under including environmental and health product regulations; negative changes in the political environment or in the regulation of Truffles and the Company's business in the Netherlands; risks relating to the legal status of Truffles under the laws of the Netherlands; negative shifts in public opinion and perception of the Truffle industry and Truffle consumption; increasing competition in the industry; risks relating to rising energy costs; risks of product liability and other safety-related liability as a result of usage of the Company's Truffle products; negative future research regarding safety and efficacy of Truffles and Truffle derived products; risk of shortages of or price increases in key inputs, suppliers and skilled labor; a lack of reliable data on the recreational Truffle industry; loss of intellectual property rights or protections; cybersecurity risks; constraints on marketing products; fraudulent activity by employees, contractors and consultants; tax and insurance related risks and risk of litigation.

The statements in this press release are made as of the date of this release. The Company undertakes no obligation to comment on analyses, expectations or statements made by third parties in respect of the Company or its financial or operating results.

Not for distribution to United States newswire services or for dissemination in the United States.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to a U.S. Person (as defined in in Rule 902(k) of Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.