

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

June 1, 2020.

Item 3: News Release

A news release was disseminated on June 1, 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 a proposed offering of 30,304,000 units of the Corporation at a price of \$0.165 for aggregate gross proceeds of \$5,000,160. Each unit consists of one common share in the capital of the Corporation (a “**Common Share**”) and one warrant to purchase one Common Share at an exercise price of \$0.26, for a period of 48 months.

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 4th day of June, 2020.

SCHEDULE "A"

RED LIGHT HOLLAND ANNOUNCES \$5 MILLION PRIVATE PLACEMENT

Toronto, ON – June 1, 2020 – Red Light Holland Corp. ("**Red Light Holland**" or the "**Company**") (CSE:TRIP), an Ontario-based corporation positioning itself to engage in the production, growth and sale of a premium brand of magic truffles to the legal, recreational market within the Netherlands, is pleased to announce a proposed offering of 30,304,000 units (the "**Units**") at an offering price of \$0.165 per Unit (the "**Issue Price**"), for aggregate gross proceeds of \$5,000,160 (the "**Offering**"). The Units will be offered on a best efforts basis by Eight Capital, as agent for the Company (the "**Agent**"), by way of a private placement.

Each Unit will be comprised of one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price of \$0.26, for a period of 48 months following the closing of the Offering (the "**Closing Date**").

The Company has agreed to grant the Agent an over-allotment option (the "**Over-Allotment Option**") to offer for sale up to an additional 20% of the Units at the Issue Price, exercisable in whole or in part, at any time on or prior to the date that is 48 hours prior to the Closing Date. If this option is exercised in full, the Company will receive an additional \$1,000,032 in gross proceeds for total aggregate gross proceeds of \$6,000,192.

If, following the date that is four months and one day following the Closing Date, the volume weighted average trading price of the Common Shares on the Canadian Securities Exchange (the "**CSE**") for any 10 consecutive trading days equals or exceeds \$0.50, the Company may, upon providing written notice to the holders of Warrants, accelerate the expiry date of the Warrants to the date that is 30 days following the date of such written notice.

In connection with the Offering the Company has agreed to pay Eight Capital a cash fee of 7% of the aggregate gross proceeds raised from the Offering, and non-transferable compensation warrants equal to 7% of the Units sold under the Offering (in each case including any exercise of the Over-Allotment Option).

The Company intends to use the net proceeds of the Offering for working capital and general corporate purposes.

The Closing Date is scheduled to be on or about June 8, 2020 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the CSE and the applicable securities regulatory authorities.

All securities issued in connection with the Offering will be subject to a four month and a day hold period under applicable securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.

About Red Light Holland Corp.

The Company is an Ontario-based corporation positioning itself to engage in the production, growth and sale (through existing Smart Shops operators and an advanced e-commerce platform) of a premium brand of magic truffles to the legal, recreational market within the Netherlands, in accordance with the highest standards, in compliance with all applicable laws.

For additional information on the Company:

Todd Shapiro
Chief Executive Officer and Director

Tel: 647-204-7129
Email: todd@redlighttruffles.com
Website: <https://redlighttruffles.com/>

Forward-Looking Statements

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

Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties, certain of which are beyond the control of Red Light Holland. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Forward looking statements include, but are not limited to, the anticipated closing of the Offering, the anticipated use of proceeds, and the receipt of regulatory approvals, including the approval of the CSE. The Company assumes no obligation to update forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

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