

**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 23, 2020.

**Item 3: News Release**

A news release was disseminated on June 24, 2020 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), a copy of which is attached hereto as Schedule “A”.

**Item 4: Summary of Material Change**

The Corporation announced the appointment of the Honourable Tony P. Clement as Senior Advisor to its Advisory Board.

**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 and Director  
Tel: 647 204-7129, Email: [redlightholland@gmail.com](mailto:redlightholland@gmail.com)

**Item 9: Date of Report**

This report is dated as of the 25<sup>th</sup> day of June, 2020.

## SCHEDULE “A”

### **RED LIGHT HOLLAND ENGAGES FORMER HEALTH MINISTER, THE HONOURABLE, TONY P. CLEMENT, AS SENIOR ADVISOR TO ADVISORY BOARD**

Toronto, ON – June 24, 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 that it has engaged the Honourable, Tony P. Clement, to serve as Senior Advisor to its Advisory Board. Mr. Clement has had a long and distinguished career in politics, law and business. In his role as Senior Advisor, Mr. Clement will work closely with the members of the Advisory Board, including the Chair, Bruce Linton and the Chief Executive Officer of the Company, Todd Shapiro, to provide strategic advice concerning the Company’s compliance and lobbying efforts for international expansion. Mr. Clement will also help with investor relations to guide the Company’s current and future business development.

“Adding one of Canada’s former Health Ministers to the Red Light Holland Advisory Board, as a Senior Advisor, is another significant step up for the Company. The Honourable Tony Clement and I had long chats about his true thoughts on the unique sector we’re in. Tony was the first to admit that years ago this would have been a difficult position to accept. However, his shared belief in our vision coupled with his extensive research, as of late, into the psychedelic space genuinely showed his progressive views which created immediate synergies. Tony wants to be a part of positive change for this world, as does Red Light Holland and we are elated and proud to have him on our outstanding team,” said Todd Shapiro, the Chief Executive Officer and Director of Red Light Holland.

“I’m honoured to join this incredible team,” added Tony Clement. “The psychedelic sector is a fascinating space and one I believe is extremely important for the future. Through careful research and development, and proper guidance in navigating the complexities of regulatory compliance, policy and legalities, companies such as Red Light Holland have great potential to help people all over the world. I am pleased to share my knowledge and experience as a former Health Minister in Canada (including my experience with a past health crisis) with Red Light Holland, and will advise Red Light Holland in crucial aspects of its business plan, including introducing Todd Shapiro and his all-star cast to my global connections.”

Mr. Clement served in senior roles in Prime Minister Stephen Harper’s Cabinet (2006-2015), as Health Minister, Industry Minister and President of the Treasury Board. As a business entrepreneur, he has also led information technology companies, and served on the board of directors on information technology and health care companies, having provided strategic advice both nationally and internationally. Having both national and international business experience, Mr. Clement’s engagement magnifies the Company’s commitment to assembling the group of skilled leaders necessary to build its business in the early stage of this emerging industry.

In consideration for his services as Senior Advisor, and subject to all applicable laws (including the rules and policies of the Canadian Securities Exchange) (“**Applicable Laws**”) and the approval of the board of directors of the Company (the “**Board**”), the Company intends to grant to Mr. Clement up to 500,000 incentive stock options (the “**Options**” and each individually, the “**Option**”). Each Option will entitle the holder thereof to acquire one common share in the capital of Company for a period of three years from the date of issuance, at an exercise price to be approved by the Board. The Options shall be subject to Applicable Laws and the terms and conditions of the Stock Option Plan of the Company, and will be subject to a hold period of four months plus one day from the date of issuance.

#### **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, Chairman, and Director

Tel: 647-204-7129  
Email: [todd@redlighttruffles.com](mailto: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 in this news release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expect”, “potential”, “believe”, “intend” or the negative of these terms and similar expressions. Forward-looking statements necessarily involve known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. The forward-looking statements included in this news release are made as of the date of this news release and the Company does not undertake an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities laws. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.*

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