

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

***ITEM 1 - Name and Address of Company***

Red Light Holland Corp. (the "Company")  
1 Adelaide Street East, Suite 801  
Toronto, ON M5C 2V9

***ITEM 2 - Date of Material Change***

December 15, 2020.

***ITEM 3 - News Release***

The news releases disclosing the material changes were released on December 15, 2020, through the facilities of SEDAR.

***ITEM 4 - Summary of Material Changes***

On December 15, 2020, the Company announced that it had commenced the growth of its second crop of approximately 1,000,000 grams of magic truffles consisting of three different strains.

***ITEM 5 - Full Description of Material Change***

On December 15, 2020, the Company announced that it has commenced growing its second crop of approximately 1,000,000 (1 Million) grams of magic truffles consisting of three different strains, including Psilocybe Mexicana, Psilocybe Galindoi, and Psilocybe Tampanensis.

"Red Light Holland is ecstatic to announce that we have started to grow our second batch of magic truffles, expected to be 10X the original batch's size totalling an expected 1,000,000 (1 Million) grams of Magic Truffles. We are proud as a company, in the Psychedelic sector to actually produce product now, as opposed to making mere projections about the future. We believe in providing responsible adult access now, through education and information and we are happy to be moving so quickly and efficiently," said Todd Shapiro, Chief Executive Officer and Director of the Company. "We are almost done harvesting our expected first batch, which has been pre-sold, and we are again, excited for this future growth."

"This is another great day for the Company. We have perfected the harvest process right through to packaging and we are excited to be growing this very large amount of Truffles," added Hans Derix, President of the Company (who resides in Horst). "Red Light Holland's growth operation, including sourcing of truffle's genetics and working with substrates in a proven and perfect growing environment, including working with the proper equipment to complete the growth process from harvest right through to packaging and distribution is something we are truly proud of."

The Company's growth operation, which is approximately 3,000 square feet custom built, indoor growing, production and distribution facility is in Horst, The Netherlands. The expected batch of 1,000,000 grams of magic truffles, including Psilocybe Mexicana, Psilocybe Galindoi, and Psilocybe Tampanensis is expected to be available in the Netherlands in mid-2021.

**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 report.

Certain information in this report constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this report 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. Readers are further cautioned that the assumptions used in the preparation of such forward-looking statements (including, but not limited to, the assumption that (i) the Company will be able to execute on its planned 1,000,000 grams of magic truffles, (ii) the Company will be successful in completing the grow in the Facility and distributing its product offerings on the terms and within the timelines anticipated by the Company, (iii) current and future economic conditions will neither affect the business and operations of the Company nor the Company's ability to capitalize on anticipated business opportunities, and (vi) the magic truffles currently being grown by the Company will be ready for harvest and distribution within the timelines anticipated by the Company, and in particular, will pass the testing criteria established by the Company, although considered reasonable by management of the Company at the time of preparation, may prove to be imprecise and result in actual results differing materially from those anticipated, and as such, undue reliance should not be placed on forward-looking statements. In particular, the Company's ability to have the expected batch of 1,000,000 grams of Magic truffles available in the Netherlands in mid-2021 is dependent on the following material factors and assumptions: (i) the Company having adequate financial resources to complete the harvest and fund the packaging and distribution of the 1,000,000 grams of Magic truffles; (ii) that no labour shortages or delays are experienced; (iii) that Facility and equipment function properly; (iv) that the 1,000,000 grams of magic truffles do not spoil and become waste; (v) and that current and future economic conditions, impacts from COVID-19 limitations, do not negatively affect business and operations of the Company.

The forward-looking statements included in this report are made as of the date of this report 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, forward-looking financial information and other metrics presented herein are not intended as guidance or projections for the periods referenced herein or any future periods, and in particular, past performance is not an indicator of future results and the results of the Company in this report may not be indicative of, and are not an estimate, forecast or projection of the Company's future results. Forward-looking statements contained in this report are expressly qualified by this cautionary statement.

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

Not applicable.

**ITEM 7 - *Omitted Information***

Not applicable.

**ITEM 8 - Executive Officer**

Todd Shapiro  
Chief Executive Officer  
(647) 204-7129

**ITEM 9 - Date of Report**

January 11, 2021.