

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

ITEM 1 Name and Address of Company

Ayurcann Holdings Corp. (formerly, Canada Coal Inc.) (the “**Company**”)
1080 Brock Rd., Unit 6
Pickering, Ontario L1W 3H3

ITEM 2 Date of Material Change

The material change occurred on April 27, 2021.

ITEM 3 News Release

A news release was issued by the Company on April 28, 2021 and filed on SEDAR at www.sedar.com. A copy of this news release is attached hereto as Schedule “A”.

ITEM 4 Summary of Material Change

On April 28, 2021 the Corporation announced the closing of its non-brokered private placement (the “**Financing**”) first announced on April 12, 2021. The Financing consisted of 3,189,585 units (the “**Units**”) at a price of \$0.189 per Unit for total aggregate gross proceeds of \$602,831.72. Each Unit consisted of a common share in the capital of the Company (the “**Common Share**”) and one-half of one common share purchase warrant (the “**Warrant**”), with each full Warrant entitling its holder to acquire one additional Common Share at an exercise price of \$0.38 per Common Share for a period of 36 months from the date of issuance.

The Company paid cash finder’s fee commissions of \$1,467 and issued 7,761 finder’s warrants (the “**Finder’s Warrant**”) in connection with the Financing. Each Finder’s Warrant entitles its holder to purchase one Common Share at an exercise price of \$0.38 per Common Share for a period of 36 months from the date of issuance.

The Company intends to use the gross proceeds of the Financing for their Pickering facility Phase 2 expansion, which, when such expansion is complete, is estimated to increase the Company’s annual production capacity and manufacturing capabilities.

ITEM 5 Full Description of Material Change

Please refer to Schedule “A”.

ITEM 6 Reliance on Section 7.1(2) of National Instrument 51-102 of the Act

N/A

ITEM 7 Omitted Information

N/A

ITEM 8 Executive Officer

The name and business number of an executive officer of the Corporation who is knowledgeable about the material change and this report is:

Igal Sudman, Chairman, Chief Executive Officer and
Corporate Secretary
Tel: 416-720-6264

ITEM 9 Date of Report

May 6, 2021

Schedule "A"
News Release



AYURCANN

AYURCANN HOLDINGS CORP. ANNOUNCES CLOSING OF OVERSUBSCRIBED NON-BROKERED FINANCING

Toronto, Ontario, April 28, 2021 - Ayurcann Holdings Corp. (CSE: AYUR) (the “**Company**” or “**Ayurcann**”) a Canadian extraction company specializing in the processing of cannabis and hemp for the production of oils and various derivative products, is pleased to announce the closing of its oversubscribed non-brokered private placement (the “**Financing**”) first announced on April 12, 2021.

The Financing consisted of 3,189,585 units (the “**Units**”) at a price of \$0.189 per Unit for total aggregate gross proceeds of \$602,831.72. Each Unit consisted of a common share in the capital of the Company (the “**Common Share**”) and one-half of one common share purchase warrant (the “**Warrant**”), with each full Warrant entitling its holder to acquire one additional Common Share at an exercise price of \$0.38 per Common Share for a period of 36 months from the date of issuance.

The Company paid cash finder’s fee commissions of \$1,467.00 and issued 7,761 finder’s warrants (the “**Finder’s Warrant**”) in connection with the Financing. Each Finder’s Warrant entitles its holder to purchase one Common Share at an exercise price of \$0.38 per Common Share for a period of 36 months from the date of issuance.

The Company intends to use the gross proceeds of the Financing for their Pickering facility Phase 2 expansion, which, when such expansion is complete, is estimated to increase the Company’s annual production capacity and manufacturing capabilities.

For further information, please contact:

Igal Sudman, Chairman, Chief Executive Officer and Corporate Secretary
Ayurcann Holdings Corp.
Tel: 416-720-6264
Email: igal@xtrx.ca

Investor Relations:

Ryan Bilodeau
Tel: 416-910-1440
Email: ir@ayurcann.com

About Ayurcann Holdings Corp.:

Ayurcann is a leading post-harvest solution provider with a focus on providing and creating custom processes and pharma grade products for the adult use and medical cannabis industry in Canada. Ayurcann is focused on becoming the partner of choice for leading Canadian cannabis brands by providing best-in-class, proprietary services including ethanol extraction, formulation, product development and custom manufacturing.

Neither the Canadian Securities Exchange nor its Regulation Services Provider have reviewed or accept responsibility for the adequacy or accuracy of this release.

Certain statements included in this press release constitute forward-looking information or statements (collectively, forward-looking statements), including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend”, “may”, “should” and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. This press release contains forward looking statements, including but not limited to statements relating to the Company’s expansion plans and future production capacity. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.

Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Factors that could cause the actual results to differ materially from those in forward-looking statements include, but are not limited to, failure to obtain regulatory approval, ability to increase production at the Company’s facilities, the continued availability of capital and financing, and general economic, market or business conditions. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management’s reasonable assumptions, there can be no assurance that the statements will prove to be accurate or that management’s expectations or estimates of future developments, circumstances or results will materialize. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, Further, there may be others that cause results not to be as anticipated, estimated or intended and such changes could be material. Public health crises, including the ongoing novel coronavirus (COVID-19) pandemic, could have significant economic and geopolitical impacts that may adversely affect the Company’s business, financial condition and/or results of operations. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company’s forward-looking statements.