

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

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

September 14, 2021.

Item 3: News Release

A news release was issued and disseminated via Newswire on September 14, 2021 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

On September 14, 2021, the Company provided details on a wholesale distribution and supply agreement (the “**Wholesale Agreement**”) that it had previously entered into with National Cannabis Distribution (“**NCD**”), a wholly owned subsidiary of Kiaro Holdings Corp., for exclusive wholesale distribution and supply in the Province of Saskatchewan.

Pursuant to the terms of the Wholesale Agreement, NCD will act as the exclusive provincial wholesaler and distributor for the Company, its subsidiary and/or its intermediaries to authorized private retailers in Saskatchewan for an initial period of two years. The Wholesale Agreement will initially encompass Fuego and Vida branded products and will be amended to include new product offerings as they become available and approved for sale in Saskatchewan.

The Company has also retained the services of three international and Canadian marketing firms, Fundamental Research Corp. (“**FRC**”), Proactive Investors North America Inc. (“**Proactive**”) and Discrete Media Inc. o/a ‘Unlimited’ (“**Unlimited**”), to further develop market awareness for the Company.

The Company entered a six-month marketing and consulting contract with FRC to provide a broad Canadian and international audience information on various social media platforms and facilitate greater awareness and widespread dissemination of the Company’s news. In connection with the engagement of FRC, the Company will pay FRC a monthly fee of CAD\$2,000 for the six months for an aggregate total of CAD\$12,000.00.

The Company engaged Proactive to provide ongoing editorial coverage and to record and publish video interviews with the Company’s management team. Proactive’s engagement is for an initial period of eight months at a total cost of CAD\$15,000.00.

The Company entered a three-month public relations contract with Unlimited, a company that specializes in public awareness and brand development for emerging industry-specific growth companies. Unlimited will facilitate awareness and public relations for the Company. In connection with the engagement of Unlimited, the Company will pay Unlimited an aggregate fee of CAD\$35,000.00

Item 5.1: Full Description of Material Change

Please see news release attached as Schedule “A”

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:

Igal Sudman
Chief Executive Officer
Telephone: 905-492-3322
Email: info@ayurcann.com

Item 9: Date of Report

September 22, 2021.

Ayurcann Holdings Corp. has Entered Saskatchewan With National Cannabis Distribution and Begins Investor Relations Initiatives

PICKERING, ON, Sept. 14, 2021 /CNW/ - Ayurcann Holdings Corp. (CSE: AYUR) (FSE: 3ZQ0) (the "Company" or "Ayurcann") a Canadian cannabis extraction company specializing in the processing of cannabis and hemp for the production of oils and various derivative products, is pleased to provide details on a wholesale distribution and supply agreement (the "Wholesale Agreement") that it previously entered into with National Cannabis Distribution ("NCD"), a wholly-owned subsidiary of Kiaro Holdings Corp. (TSXV:KO) ("Kiaro"), for exclusive wholesale distribution and supply in the Province of Saskatchewan.

AYURCANN HOLDINGS CORP. HAS ENTERED RECREATIONAL MARKET IN SASKATCHEWAN WITH NATIONAL CANNABIS DISTRIBUTION

Under the terms of the Wholesale Agreement, NCD will act as the exclusive provincial wholesaler and distributor for Ayurcann, its subsidiary and/or its intermediaries to authorized private retailers in Saskatchewan for an initial period of two years. The Wholesale Agreement will initially encompass Fuego and Vida branded products and will be amended to include new product offerings as they become available and approved for sale in Saskatchewan.



Brands manufactured by Ayurcann Inc. (CNW Group/Ayurcann Holdings Corp.)

"Unlike other Canadian Provinces, Saskatchewan has a private wholesale and retail cannabis distribution model," stated Ayurcann Chief Executive Officer, Igal Sudman. "Our partnership with Kairo and NCD provides us with a clear route to market and is a strong endorsement of both Ayurcann's approach and product offering. We are very pleased to be working with Kairo and NCD to allow Ayurcann to further expand our distribution network and introduce more consumers to our brands of premium cannabis products," concluded Mr. Sudman.

"National Cannabis Distribution is focused on curating the best assortment of products for our retail partners, and we look forward to offering Ayurcann's product lines to the Saskatchewan marketplace," stated NCD General Manager, Brent McFadzen.

Investor Relations Initiatives

Ayurcann is excited to announce plans to further develop market awareness for the Company through leading international and Canadian marketing firms. The Company has identified firms specifically for their ability to assist with generating a greater following through increasing awareness and attracting new investors utilizing various online platforms and methods of engagement and calling on their various relevant, established relationships. To the best knowledge of the Company, none of

the firms engaged have a direct or indirect interest in the securities of Ayurcann, or any right or intent to acquire such an interest, except as disclosed herein.

Fundamental Research Corp.

Ayurcann has entered a six-month marketing and consulting contract with Fundamental Research Corp. ("FRC"), to provide a broad Canadian and international audience information on various social media platforms and facilitate greater awareness and widespread dissemination of the Company's news. In connection with the engagement of FRC, the Company will pay FRC a monthly fee of CAD\$2,000 for the six months for an aggregate total of CAD\$12,000.00.

Please visit www.researchfrc.com for additional information.

Proactive Investors North America Inc.

Ayurcann has engaged Proactive Investors North America Inc. ("Proactive") to provide ongoing editorial coverage and to record and publish video interviews with Ayurcann's management team. Proactive's engagement is for an initial period of eight months at a total cost of CAD\$15,000.00.

Please visit www.proactiveinvestors.com for additional information.

Discrete Media Inc. o/a 'Unlimited'

Ayurcann has entered a three-month public relations contract with Discrete Media Inc. o/a 'Unlimited' ("Unlimited"), a company that specializes in public awareness and brand development for emerging industry-specific growth companies. Unlimited will facilitate awareness and public relations for the Company. In connection with the engagement of Unlimited, the Company will pay Unlimited an aggregate fee of CAD\$35,000.00.

Please visit www.notlimited.ca for additional information.

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.

About National Cannabis Distribution Inc.:

NCD is a division of Kiaro and is a leading wholesaler in the Province of Saskatchewan, the only vertically integrated Province in the Canadian cannabis market. NCD distributes to over two-thirds of the market share in Saskatchewan and continues to build a solid portfolio of products with a commitment to providing craft, artisan, and boutique licensed producers a proven path to market within Saskatchewan. With multiple exclusive distribution partnerships in Saskatchewan and strategic feature planning, NCD has positioned itself as a leader within the cannabis supply community.

About Kiaro Holdings Corp.:

Based in Vancouver, British Columbia, Kiaro is an independent, omni-channel cannabis retailer and distributor. Through existing storefronts across British Columbia, Saskatchewan and Ontario, a wholesale distribution division servicing Saskatchewan, ecommerce sites in Canada, the United States of America and Australia, and plans for continued national expansion, Kiaro is driven to introduce new and experienced consumers to a lifelong exploration of cannabis. With more than 70 years of collective retail and wholesale focused experience, Kiaro's leadership team has a proven

track record of growing brands across North America and plans to open multiple retail locations nationwide over the coming years.

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

Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking statements.

Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein include, but are not limited to, statements regarding: the Company's expansion plans and future production capacity; the ability of the Company to complete its obligations under the Wholesale Agreement; the ability of the Company to add new product offerings; the anticipated approval for the sale of further product offerings of the Company in Saskatchewan; the ability of the Company to expand its distribution network and introduce more consumers to its products; the Company's plans to further develop market awareness for its products; the Company's plans to become the partner of choice for leading cannabis brands; and Kairo's plans to open multiple retail locations over the coming years.


Forward-looking information in this news release are based on certain assumptions and expected future events, namely: the Company will expand and be able to maintain production capacity; the Company's ability to continue as a going concern; the continued commercial viability and growth in popularity of the Company's and Kairo's products; continued approval of the Company's activities by the relevant governmental and/or regulatory authorities; the continued growth of the Company; the Company's ability to complete its obligations under the Wholesale Agreement; the success of the Company's investor relation initiatives; and the Company's ability to attain approval for the Wholesale Agreement.

These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the Company's inability to expand and/or maintain production capacity; the potential inability of the Company to continue as a going concern; the risks associated with the cannabis industry in general; increased competition in the cannabis-extraction market; the potential future unviability of the cannabis market; risks associated with potential governmental and/or regulatory action with respect to the cannabis industry; risks associated with the Company's potential inability to attain approval with for the Wholesale Agreement and/or investor relation agreements; the inability of the Company to meet its obligations under the Wholesale Agreement; the inability of the Company to add new product offerings; the risk that the approval for the sale of further product offerings of the Company in Saskatchewan will not be granted; the inability of the Company to expand its distribution network and introduce more consumers to its products; the Company's plans to further develop market awareness for its products may not materialize; the Company's plans to become the partner of choice for leading cannabis brands may not materialize; the investor relations initiatives of the Company not leading to further consumer engagement; and Kairo's plans to open multiple retail locations over the coming years may not materialize.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further 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.

Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect the Company's expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.

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<http://www.newswire.ca/en/releases/archive/September2021/14/c9376.html>

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For further information: Igal Sudman, Chairman, Chief Executive Officer, Ayurcann Holdings Corp., Tel: 905-492-3322, Email: info@ayurcann.com; Investor Relations: Ryan Bilodeau, Tel: 416-910-1440, Email: ir@ayurcann.com

CO: Ayurcann Holdings Corp.

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