

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

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

April 11, 2022.

Item 3: News Release

A news release was issued by the Company via Newsfile Corp. on April 12, 2022 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

On April 11, 2022, the Company granted 133,233 stock options (each an “**Option**”) and 821,500 restricted share units (each an “**RSU**”) to certain directors, officers, employees, and consultants of the Company, pursuant to the Company’s stock option plan and restricted share unit plan.

Each Option is exercisable to purchase one common share in the capital of the Company (each a “**Common Share**”) at a price of \$0.17 per Common Share, expires three years from the date of grant and vested on April 11, 2022. In addition, each RSU granted vested on April 11, 2022.

All of the RSUs (and any Common Shares issuable upon redemption) are subject to a four month and one day hold period pursuant to the policies of the Canadian Securities Exchange and applicable securities laws.

Item 5.1: Full Description of Material Change

Please see the attached news release for a full description of the material change, a copy of which is attached hereto 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:

Ayurcann Holdings Corp.
Igal Sudman, Chief Executive Officer
905.492.3322
info@ayurcann.com

Item 9: Date of Report

April 20, 2022.

SCHEDULE "A"

(See attached.)

Ayurcann Holdings Corp. - 1,000th Distribution Point of its Bestselling Products in Canada and Grants Options and RSUs

TORONTO, April 12, 2022 /CNW/ - **Ayurcann Holdings Corp.** (CSE: AYUR) (OTCQB: AYURF) (FSE: 3ZQ0) ("**Ayurcann**" or the "**Corporation**"), a leading Canadian cannabis extraction company specializing in the processing and co-manufacturing of pharma grade cannabis and hemp to produce various derivative cannabis 2.0 and 3.0 products in the medical and recreational market, is pleased to announce that it has grown its distribution to 1,000 with its vapes and tinctures products in Canada.



Ayurcann Branded products are available in over 1,000 distribution points in Canada (CNW Group/Ayurcann Holdings Corp.)

Ayurcann has been on fire with its best-selling Fuego vapes in every province it has entered. Now, having crossed its 1,000th distribution point and with the introduction of new brands such as Bravo6, Xplor, Her Highness, Hustle & Shake, Joints, and Vida coming to market, Ayurcann is growing its exposure and market share throughout the country. The right product, the right value and access to a growing group of retailers in NB, ON, MB, AB, SK keeps Ayurcann on a continuous path of profitability and growth.

Option and RSU Grants

The Company is also pleased to announce the grant of stock options (each an "**Option**") and restricted share units (each an "**RSU**") pursuant to the Company's stock option plan and restricted share unit plan, respectively.

The Company has granted an aggregate of 133,233 Options and an aggregate of 821,500 RSUs to certain directors, officers, employees, and consultants of the Company. Each Option is exercisable at a price of \$0.17 per common share, expires three years from the date of grant and vests immediately. Each Option is exercisable to purchase one common share in the capital of the Company.

Each RSU granted vests immediately. All of the RSUs (and any common shares issuable upon redemption) will be subject to a four month and one day hold period pursuant to the policies of the Canadian Securities Exchange ("**CSE**") and applicable securities laws.

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 striving to become a partner of choice for leading Canadian and international cannabis

brands by providing best-in-class, proprietary services including extraction, formulation, product development and custom manufacturing.

Neither the CSE nor its Regulation Services Provider have reviewed or accept responsibility for the adequacy or accuracy of this 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: Ayurcann growing its exposure and market share throughout the country; Ayurcann maintaining a continuous path of profitability and growth; and the ability of the Corporation to become the partner of choice for leading Canadian cannabis brands.

Forward-looking information in this news release are based on certain assumptions and expected future events, namely: the Corporation will expand and be able to maintain production capacity; the Corporation's ability to continue as a going concern; continued approval of the Corporation's activities by the relevant governmental and/or regulatory authorities; the continued growth of the Corporation; the Corporation's successful implementation of its strategy to expand market share in extract and extract derivatives while providing exceptional products to consumers; the Corporation's continuing ability to meet the requirements necessary to remain listed on the CSE and alternative exchanges; Ayurcann growing its exposure and market share throughout the country; Ayurcann maintaining a continuous path of profitability and growth; and the Corporation becoming the partner of choice for leading Canadian cannabis brands.


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 Corporation's inability to expand and/or maintain production capacity; the potential inability of the Corporation 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; the Corporation's inability to obtain continued regulatory approvals; the Corporation's inability to successfully implement its strategy to expand market share in extract and extract derivatives while providing exceptional products to consumers; the Corporation's inability to meet the requirements necessary to remain listed on the CSE and alternative exchange; the Corporation's inability to grow its exposure and market share; the Corporation being unable to maintain a continuous path of profitability and growth; and the inability of the Corporation to become the partner of choice for leading Canadian cannabis brands.

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 Corporation's expectations as of the date hereof and are subject to change thereafter. The Corporation 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.

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.

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For further information: Ayurcann Holdings Corp., Igal Sudman, Chief Executive Officer, 905.492.3322, info@ayurcann.com; Investor Relations: Email: ir@ayurcann.com

CO: Ayurcann Holdings Corp.

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