

**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**

June 21, 2022.

**Item 3: News Release**

A news release was issued by the Company via Cision on June 22, 2022 and filed under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Change**

On June 21, 2022, the Company entered into a share purchase agreement (the “**Share Purchase Agreement**”) with Joints and Hustle & Shake Inc. (“**Joints and Hustle**”) and Tetra Oils Inc. (“**Tetra**”), pursuant to which the Company will acquire 100% of Joints and Hustle from Tetra (the “**Acquisition**”). The consideration for the Acquisition is comprised of \$5,500,000 in common shares of the Company (“**Ayurcann Shares**”) on the basis of a deemed price of \$0.17 per Ayurcann Share (the “**Consideration Shares**”). The Acquisition, which is an arm’s length transaction, is subject to customary conditions of closing and is expected to close in the coming weeks.

**Item 5.1: Full Description of Material Change**

Joints and Hustle holds assets comprising the ‘Joints’ and ‘Hustle and Shake’ brands (the “**Brands**”). Currently, the Brands are being sold various provinces across the country. Prior to the Acquisition, the Company was the supplier of choice for the input materials required to produce products sold under the Brands. The ‘Joints’ brand offers market leading high potency CBD oils products. The ‘Hustle & Shake’ brand focuses on the true to flower cannabis experience with high potency vapes.

The Consideration Shares are subject to a statutory hold period of four months and one day and, pursuant to the terms of the Share Purchase Agreement, (i) shall be deposited into escrow and be released every six months in 25% allotments; and (ii) are subject to post-closing downward adjustments pursuant to the terms and conditions of the escrow agreement.

As a condition of the Acquisition, Tetra will enter into a support and voting agreement (the “**Voting Agreement**”) with respect to the Consideration Shares received by Tetra in connection

with the Acquisition. Pursuant to the Voting Agreement, the Company will provide written notice to Tetra on how the Considerations Shares must be voted. The Voting Agreement will automatically terminate two years after the date of the closing of the Acquisition.

**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](mailto:info@ayurcann.com)

**Item 9: Date of Report**

June 23, 2022.