

**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

September 7, 2022.

Item 3: News Release

A news release was issued by the Company via Newsfile Corp. on September 7, 2022, a copy of which was filed under the Company’s SEDAR profile at www.sedar.com.

Item 4: Summary of Material Change

On September 7, 2022, further to the Company’s press release dated June 22, 2022, the Company closed its acquisition (the “**Acquisition**”) of Joints and Hustle & Shake Inc. (“**Joints and Hustle**”) pursuant to the terms and conditions of a share purchase agreement dated June 21, 2022 entered into between the Company, Tetra Oils Inc. (“**Tetra**”) and Joints and Hustle (the “**Share Purchase Agreement**”). In connection with closing the Acquisition, the Company has issued 32,352,941 common shares in the capital of the Company (“**Common Shares**”) to Tetra in satisfaction of the \$5,500,000 purchase price. Each Common Share was issued on the basis of a deemed price of \$0.17 per Common Share (the “**Consideration Shares**”). The Acquisition was an arm’s length transaction.

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 closing of 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 has entered 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

Item 9: Date of Report

September 16, 2022.