

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Transcanna Holdings Inc. (the “Company”)
Suite 820-1130 West Pender Street
Vancouver, B.C. V6E 4A4

Item 2 Date of Material Change

January 28, 2019

Item 3 News Release

A news release was disseminated on January 29, 2019 through the facilities of Newsfile Corp.

Item 4 Summary of Material Change

The Company has entered into a non-binding letter of intent to acquire Goodfellas Group, LLC (“Goodfellas”).

Item 5 Full Description of Material Change

The Company entered into a non-binding letter of intent dated January 28, 2019 with Goodfellas pursuant to which the Company would acquire Goodfellas for an acquisition price derived from two times the previous 12 month revenues, at the time of execution of definitive agreement, as set out in audited financial statements of Goodfellas. 60% of the aggregate proposed acquisition price will be paid at closing, of which ½ will be paid in cash and ½ payable through the issuance of the Company’s common shares, and the remaining 40% of the acquisition price will be paid 12 months following the closing.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

James Pakulis, CEO is knowledgeable about the material change and the Report and may be contacted (604) 609.6199.

Item 9

Date of Report

March 13, 2019