

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

May 15, 2019

Item 3 News Release

A news release was disseminated on May 15, 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 the assets and business of Tres Ojos Naturals LLC (“Soldaze”).

Item 5 Full Description of Material Change

The Company entered into a non-binding letter of intent dated May 15, 2019 (the “LOI”) with Soldaze pursuant to which the Company would acquire the assets of the business of Soldaze for a cash payment of USD\$350,000 and the issuance of 660,000 common shares in the capital of the Company. A non-refundable deposit of US\$50,000 was paid on the execution of the LOI, to be credited against the purchase price. The purchase price is payable in installments over a two-year period, provided that the timing of such installments may be accelerated should the sales of SolDaze products meet specific revenue targets, and the number of shares issuable may be reduced by up to 37,125 in the event that the revenue targets specified are not met by the dates specified.

The completion of the Soldaze acquisition remains subject to completion of due diligence and execution of final binding definitive asset purchase documentation, which is to be completed within 45 days of the date of the LOI. There can be no assurances that the completion of the acquisition of Soldaze will occur on the terms set forth above or at all.

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

June 10, 2019