

**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 28, 2019

**Item 3 News Release**

A news release was disseminated on June 3, 2019 through the facilities of Newsfile Corp.

**Item 4 Summary of Material Change**

The Company's wholly owned subsidiary, TCM Distribution, Inc., has received an Adult Use Cannabis Manufacturing permit and an Adult Use cannabis distribution permit from the City of Adelanto, California.

**Item 5 Full Description of Material Change**

The Company's wholly owned subsidiary, TCM Distribution, Inc., has received an Adult Use Cannabis Manufacturing permit and an Adult Use cannabis distribution permit from the City of Adelanto, California.

TCM Distribution has applied for its state of California Adult Use permanent manufacturing license and distribution licenses, which are pending.

**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