

**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**

July 7, 2019

**Item 3**            **News Release**

A news release was disseminated on July 8, 2019 through the facilities of Newsfile Corp.

**Item 4**            **Summary of Material Change**

The Company has entered into a definitive membership interest purchase agreement to acquire Goodfellas Group, LLC (“**Goodfellas**”).

**Item 5**            **Full Description of Material Change**

The Company entered into a membership interest purchase agreement dated July 7, 2019 with the owners of Goodfellas pursuant to which the Company would acquire 100% of the membership interest in Goodfellas for an aggregate purchase price of US\$520,000 payable in cash (the “**Purchase Price**”), which Purchase Price represented two times the 12 month revenues of Goodfellas for the year ended December 31, 2018 as set forth in its audited financial statements. As the Company had previously advanced US\$358,000 to the membership holders, a balance of US\$162,000 will be paid at closing on July 9, 2019.

**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**

July 8, 2019