

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

TRANSCANNA HOLDINGS INC.
902-1030 WEST GEORGIA STREET
VANCOUVER, BC V6E 2Y3

Item 2 Date of Material Change

August 14, 2019

Item 3 News Release

The news release was disseminated by NewsFile.

Item 4 Summary of Material Change

TransCanna announced that it has executed a definitive purchase agreement (the "SPA") for all of the outstanding equity interest in Tres Ojos Naturals LLC, doing business as SolDaze, a limited liability company based in Santa Cruz, California.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

TransCanna Holdings Inc. (CSE: TCAN) (FSE: TH8) ("TransCanna" or the "Company") is pleased to announce that it has executed a definitive purchase agreement (the "SPA") for all of the outstanding equity interest in Tres Ojos Naturals LLC, doing business as SolDaze, a limited liability company based in Santa Cruz, California. The transaction will absorb SolDaze's branding asset package into the Company's expanding asset portfolio, which the Company believes will provide significant penetration into the cannabis market in California. SolDaze is an operating company producing and selling the only all-natural cannabis-infused fruit snack in California. "We are very pleased and excited to welcome the SolDaze team into the TransCanna family. We would like to recognize their efforts, achievements and in particular their patience and dedication to this process. The SolDaze brand has a very bright future and with the support of TransCanna will be introducing a variety of new SKUs, including the much anticipated launch of 'Spicy Mango'. The Company is excited about the prospects of future growth that this acquisition will provide once consummated," commented Arni Johannson, President & Chair of Transcanna. "Since legalization while working in the California cannabis market, rarely have I had such strong interest in a new SKU as what I am seeing for Soldaze's Spicy Mango product. We are beyond excited for this highly anticipated product to hit the market," Added Dakota Sullivan, CEO of Calyx Brands Inc., California distributor of SolDaze-branded products. Pursuant to the SPA, the purchase price will be comprised of an aggregate cash payment of US\$350,000 (less a previously paid deposit of US\$50,000) and the issuance of 810,000

common shares in the capital of the Company at a deemed price of \$1.14 per share. The share component of the purchase price is payable in instalments over a two-year period, provided that the timing of such instalments may be accelerated should the sales of SolDaze products meet specific revenue targets. The number of shares issuable may also be reduced in the event that certain revenue targets are not met by the dates specified. "On behalf of the founding members of SolDaze snacks (Hand Shake Farms, GoldCoast Gardens, Plaid Cannabiz, SolDaze suppliers and manufacturing partners), we are honored and ecstatic about our company merging into the TransCanna ecosystem. We look forward to bringing to fruition our vision of delivering healthy sustainable edibles to the masses on a very large scale, while at the same time supporting social responsibility, job creation and ethical sourcing of organic fruit in México," commented Shawn Shevlin, Founder of SolDaze. For more information on SolDaze product lines, please see its website at <https://www.soldazesnacks.com>.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Officer

Arni Johansson, President

Item 9 Date of Report

August 26 2019

TransCanna Announces Signing of Definitive Agreement with SolDaze

Vancouver, British Columbia--(Newsfile Corp. - August 14, 2019) - **TransCanna Holdings Inc.** (CSE: TCAN) (FSE: TH8) ("TransCanna" or the "Company") is pleased to announce that it has executed a definitive purchase agreement (the "SPA") for all of the outstanding equity interest in Tres Ojos Naturals LLC, doing business as SolDaze, a limited liability company based in Santa Cruz, California. The transaction will absorb SolDaze's branding asset package into the Company's expanding asset portfolio, which the Company believes will provide significant penetration into the cannabis market in California. SolDaze is an operating company producing and selling the only all-natural cannabis-infused fruit snack in California.

"We are very pleased and excited to welcome the SolDaze team into the TransCanna family. We would like to recognize their efforts, achievements and in particular their patience and dedication to this process. The SolDaze brand has a very bright future and with the support of TransCanna will be introducing a variety of new SKUs, including the much anticipated launch of 'Spicy Mango'. The Company is excited about the prospects of future growth that this acquisition will provide once consummated," commented Arni Johansson, President & Chair of Transcanna.

"Since legalization while working in the California cannabis market, rarely have I had such strong interest in a new SKU as what I am seeing for Soldaze's Spicy Mango product. We are beyond excited for this highly anticipated product to hit the market," Added Dakota Sullivan, CEO of Calyx Brands Inc., California distributor of SolDaze-branded products.

Pursuant to the SPA, the purchase price will be comprised of an aggregate cash payment of US\$350,000 (less a previously paid deposit of US\$50,000) and the issuance of 810,000 common shares in the capital of the Company at a deemed price of \$1.14 per share. The share component of the purchase price is payable in instalments over a two-year period, provided that the timing of such instalments may be accelerated should the sales of SolDaze products meet specific revenue targets. The number of shares issuable may also be reduced in the event that certain revenue targets are not met by the dates specified.

"On behalf of the founding members of SolDaze snacks (Hand Shake Farms, GoldCoast Gardens, Plaid Cannabiz, SolDaze suppliers and manufacturing partners), we are honored and ecstatic about our company merging into the TransCanna ecosystem. We look forward to bringing to fruition our vision of delivering healthy sustainable edibles to the masses on a very large scale, while at the same time supporting social responsibility, job creation and ethical sourcing of organic fruit in México," commented Shawn Shevlin, Founder of SolDaze.

For more information on SolDaze product lines, please see its website at <https://www.soldazesnacks.com>.

About TransCanna Holdings Inc.

TransCanna Holdings Inc. is a Canadian based company providing branding, transportation and distribution services, through its wholly-owned California subsidiaries, to a range of industries including the cannabis marketplace.

For further information, please visit the Company's website at www.transcanna.com or email the Company at info@transcanna.com.

On behalf of the Board of Directors

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Forward-looking statements in this news release include, but are not limited to: timing of the completion of the SPA and the satisfaction of closing conditions, and the expected benefits of SolDaze to the Company's business. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although the Company believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

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