

**51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

TRANSCANNA HOLDINGS INC. (the "Company")  
902-1030 WEST GEORGIA STREET  
VANCOUVER, BC V6E 2Y3

**Item 2 Date of Material Change**

August 16, 2019

**Item 3 News Release**

The news release was disseminated by NewsFile on August 16, 2019.

**Item 4 Summary of Material Change**

The Company announced appointment of Mr. Ian Klassen to the Board of Directors and resignation of Juan Flores.

**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 the appointment of Mr. Ian Klassen to the Board of Directors. He will also serve as Chair of the Company's Audit Committee. Mr. Klassen brings almost thirty years of business management, public relations and government affairs experience to the Company. He has extensive experience in the administration of public companies, finance, government policy, media relationship strategies, business/government project management and legislative decision-making. He previously served as Chief of Staff to the Canadian Speaker of the House of Commons. Mr. Klassen was a founding director of Canabo Medical Corp. ("Canabo"), a public company listed on the TSX Venture Exchange, which for a period of time operated Canada's largest group of physician-led referral-only clinics for medical cannabis. Established in 2014, the Company grew to 23 clinics across Canada. Their clinics were dedicated to evaluating the suitability of prescribing and monitoring cannabinoid treatments for patients suffering from chronic pain and disabling illnesses. Canabo completed a business combination with Aleafia Health Inc. (TSX: ALEF) in March 2018 (market cap of C\$170m). Mr. Klassen obtained a B.A. (Honours) from the University of Western Ontario and is a recipient of the Commemorative Medal for the 125th Anniversary of the Confederation of Canada in recognition of his significant contribution to his community and country. "I would like to welcome Ian to our team. He will be a valuable addition on multiple levels given his background and experience. A lot of work has gone into developing our financial model and strategic plan as we continue to build out our California based operations," stated Mr. Stephen Giblin, Director of TransCanna. Ian Klassen remarked, "I am very pleased to join the Board at TransCanna. The Company's team has worked extremely hard to set the framework in California for a very robust business going

forward. I am looking forward to adding value for shareholders." The Company also wishes to announce the resignation of Mr. Juan Pablo Flores from the Board of Directors. The Company would like to thank Mr. Flores for his time and wishes him well in his future endeavors.

**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 27, 2019