

**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**

September 19, 2019

**Item 3 News Release**

The news release was disseminated by NewsFile on September 19, 2019.

**Item 4 Summary of Material Change**

The Company announced the Closing of Soldaze Acquisition

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

TransCanna announced that it has closed its previously announced acquisition of all of the outstanding equity interest in Tres Ojos Naturals LLC, doing business as SolDaze, a limited liability company based in Santa Cruz, California.

TransCanna paid to the vendors a purchase price comprised of an aggregate cash payment of US\$200,000 (including a previously paid deposit of US\$50,000) and the issuance of 810,000 common shares in the capital of the Company (the "Closing Share Consideration") at a deemed price of \$1.14 per share. The Company and the vendors entered into a voluntary pooling agreement in respect of the Closing Share Consideration, which provides for a release of such shares over a two-year period, subject to acceleration in the event that the sales of SolDaze products meet specific revenue targets. The number of shares released may also be reduced in the event that certain revenue targets are not met by the dates specified. An additional cash payment in the amount of US\$150,000 will be paid on November 15, 2019 to satisfy the remaining cash portion of the purchase price

**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**

Steve Giblin, President

**Item 9 Date of Report**

September 25, 2019