

51-102F3  
MATERIAL CHANGE REPORT

**Item 1**      **Name and Address of Company**

TRANSCANNA HOLDINGS INC. (the “Company”)  
403 850 Harbourside Drive  
North Vancouver, BC V7P 0A3

**Item 2**      **Date of Material Change**

November 18 2020

**Item 3**      **News Release**

The news release was disseminated by Newsfile on November 18, 2020.

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

Closes 1<sup>st</sup> Tranche of Financing

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

**5.1**          **Full Description of Material Change**

The Company announced that it has closed the 1st tranche of a Unit financing. In connection with the closing, the Company issued 1,838,000 Units at a price of \$0.55 per Unit, for gross proceeds of \$1,010,900. Each Unit consists of one (1) common share and one (1) warrant. Each warrant entitles the holder to purchase one common share of the Company, at an exercise price of \$0.75 per share, for a period of two years from the date of issuance. The warrants are subject to an acceleration right that allows the Company to give notice of an earlier expiry date if the Company's share price on the CSE or such other stock exchange the Company's shares may be trading on is equal to or greater than \$1.25 for a period of 20 consecutive trading days. 63,040 Broker's warrants were issued in connection with finder's fees payable and in lieu of 8% cash finder's fees, 63,040 Broker's Units were issued. The private placement is subject to the approval of the Canadian Securities Exchange (“CSE”) and the securities will be subject to a four-month hold period under securities laws. The Company intends to use the net proceeds from the private placement for working capital purposes. The Company did not file a material change report more than 21 days before the expected closing of the private placement as the details of the private placement and the participation therein by related parties of the company were not settled until shortly prior to closing and the company wished to close on an expedited basis for sound business reasons and in a time frame consistent with usual market practices for transactions of this nature.

The private placement is subject to the approval of the Canadian Securities Exchange (“CSE”) and the securities will be subject to a four-month hold period under securities laws. The Company intends to use the net proceeds from the private placement for working capital purposes.

**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**

Emily Davis, Corporate Secretary

**Item 9 Date of Report**

November 23, 2020

