

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**

January 29, 2021

Item 3 **News Release**

The news release was disseminated by Newsfile on January 29, 2021.

Item 4 **Summary of Material Change**

The Company closed a non-brokered warrant financing, issuing 3,800,000 warrants, for gross proceeds of \$190,000.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

The Company announced that it has closed a non-brokered warrant financing. In connection with the closing, the Company issued 3,800,000 warrants at a price of \$0.05 per warrant, for gross proceeds of \$190,000. Each warrant is exercisable into one common share at an exercise price of \$1.00 for a period of 24 months. 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 \$1.30 for a period of 20 consecutive trading days.

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**

Stephanie Wesik, President

Item 9 **Date of Report**

January 29, 2021



403 – 850 Harbourside Drive
North Vancouver, BC V7P 0A3

TransCanna Completes Warrant Financing

Canadian Securities Exchange: TCAN
Borse Frankfurt: TH8

North Vancouver, BC, January 29, 2021 - TransCanna Holdings Inc. (CSE: TCAN: XETR: TH8) ("**TransCanna**" or the "**Company**") is pleased to announce that it has closed a non-brokered warrant financing. In connection with the closing, the Company issued 3,800,000 warrants at a price of \$0.05 per warrant, for gross proceeds of \$190,000. Each warrant is exercisable into one common share at an exercise price of \$1.00 for a period of 24 months. 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 \$1.30 for a period of 20 consecutive trading days.

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About TransCanna Holdings Inc.

TransCanna Holdings Inc. is a California based, Canadian listed company building Cannabis-focused brands for the California lifestyle, through its wholly-owned California subsidiaries.

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
Bob Blink, CEO
604-349-3011

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.