

51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

TRANSCANNA HOLDINGS INC. (the “Company”)
2489 Bellevue Ave, West Vancouver
British Columbia V7V 1E1

Item 2 **Date of Material Change**

October 29, 2021

Item 3 **News Release**

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

Item 4 **Summary of Material Change**

TransCanna appoints new director to its Board.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

The Company announce the appointment of Andrzej Kowalski to its Board of Directors. The appointment was made and approved by shareholders at the Company’s 2021 Annual General Meeting held on October 27, 2021.

“I am delighted to join the Board of TransCanna and look forward to adding value, oversight and insight to the talented and hard-working CEO and leadership team, " said Mr. Kowalski upon his appointment.

In his role as an Independent Director for TransCanna, Mr, Kowalski will provide leadership and strategic advice to the Company and protect and help direct the delivery of long-term shareholder value. In addition to his appointment as Director, Mr. Kowalski will also serve as the Chair of the Company’s audit committee, overseeing the financial reporting process, audit process, and the Company’s internal controls and compliance with all relative laws and regulations.

Mr. Kowalski has extensive experience as a board member for private, public, and non-profit entities. He is a long-time entrepreneur and founder of multiple companies, with specialized expertise in real estate development, cannabis and fast-growing technology companies. Prior to building and advising startups, he practiced commercial law and litigation.

“We are delighted to have a Director of Mr. Kowalski’s caliber join our Board of Directors,” said Bob Blink, CEO of TransCanna. “His experience in strategic planning, business management, and leadership of all aspects of startups and growth companies will be extremely valuable to us as we move forward on our vision to be the largest vertically integrated cannabis company in California.”

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

October 29, 2021