

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**

March 11, 2022

Item 3 **News Release**

The news release was disseminated by Stockwatch and Market News on March 11, 2022.

Item 4 **Summary of Material Change**

TransCanna announces non-brokered private placement and settlement of unsecured debt into Units.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

The Company announced a non-brokered private placement of up to 6,666,667 units (the “Units”) at a price of \$0.15 per Unit for gross proceeds of up to \$1,000,000 for working capital (the “Private Placement”) and the Settlement of up to \$1,500,000 of unsecured debt held by insiders into Units (the “Debt Settlement”). Each Unit will comprises one (1) common share and one (1) warrant (each, a “Warrant”). Each Warrant will entitle the holder to purchase one (1) common share of the Company at an exercise price of \$0.20 per share, for a period of two (2) years from the date of issue of the Units. Insiders of the Company may participate for up to 20% of the total Private Placement.

The Private Placement and Debt Settlement is subject to acceptance by the Canadian Securities Exchange (the “Exchange”). The Private Placement is not conditional on completion of the Debt Settlement, and the Debt Settlement is not conditional upon completion of the Private Placement.

All securities to be issued pursuant to the Private Placement and Debt Settlement will be subject to a statutory and/or regulatory hold period of four (4) months and one day from the date of issue.

TransCanna may pay a finder’s fee of up to 7% in cash to eligible finders (the “Finder’s Cash”) and 7% in warrants (the “Finder’s Warrant”) in connection with the issuance and sale of any or all of the Units under the Private Placement. Each Finder’s Warrant will entitle the holder thereof to acquire one (1) common share (each a “Finder’s Share”) in the capital of the Company at a price of \$0.20 per share for a period of 24 months from the date of issue.

All securities issued pursuant to the Private Placement and the Debt Settlement will be subject to a four (4)-month and one day hold period under applicable securities laws.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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

March 11, 2022