

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 31, 2022

Item 3 **News Release**

The news release was disseminated by Stockwatch and Market News on March 31, 2022.

Item 4 **Summary of Material Change**

TransCanna seeks management cease trade order.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

The Company announced that it anticipates a delay in the filing of the financial statements required pursuant to Part 4 of National Instrument 51-102 *Continuous Disclosure Obligations* (the “**Instrument**”) as a result of difficulties in the collection of data from its wholly-owned subsidiary, Lyfted Farms, Inc.

The delay is due to difficulties in coordinating with the auditor the collection of all of the required data and documentation to complete the audit on a consolidated basis.

The Instrument requires that the Company’s audited financial statements and MD&A for the fiscal year ended November 30, 2021 be filed by March 30, 2022. The Company and its auditor are in the process of completing the associated audit work to complete these audited financial statements. The Company expects that the audited financial statements and MD&A for the year ended November 30, 2021 (collectively, the “**Required Filings**”) will be completed and filed on or before May 30, 2022.

In connection with the anticipated delays in making the Required Filings within the time periods mandated by the Instrument, the Company has been granted a management cease trade order (“**MCTO**”) under National Policy 12-203 *Cease Trade Orders* (“**NP 12-203**”) by the British Columbia Securities Commission, as principal regulator for the Company. The MCTO will restrict all trading by the Company’s CEO and CFO in securities of the Company, whether direct or indirect. The issuance of the MCTO will not affect the ability of persons who are not directors, officers or insiders of the Company to trade their securities. The MCTO will remain in effect until the Required Filings are filed or until it is revoked or varied.

The Company confirms that it intends to satisfy the provisions of the alternative information guidelines described in NP 12-203 by issuing bi-weekly default status reports in the form of a news release for so long as it remains in default of the requirement to make the Required Filings. The Company has no material information relating to its

affairs that has not been generally disclosed.

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.

TransCanna's wholly owned subsidiary Lyfted Farms is California's authentic cannabis brand whose pioneering spirit has been continuously providing the finest cannabis flower genetics and cultivation methods since 1984. The Lyfted Farms brand of exclusive cannabis flower is sold at premium retailers throughout the state. With its new cultivation facility in Daly, California, the company is now poised to become one of the largest and most efficient vertically integrated cannabis companies in the California market.

For further information, please visit the Company's website at www.transcanna.com or email the Company at info@transcanna.com.

THIS NEW RELEASE NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

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 31, 2022