

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**

April 14, 2022

Item 3 **News Release**

The news release was disseminated by Stockwatch and Market News on April 14, 2022.

Item 4 **Summary of Material Change**

TransCanna provides Company and MCTO Update.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

TransCanna’s three cultivation rooms at its Daly facility, and all five cultivation rooms at its Jerusalem Court facility, are currently in full rotation. To date at the Daly facility, there have been several data sets of production that have been measured since the first harvest cycle. These data sets represent a stabilization of production metrics that are in line with company expectations, and with historical outputs from the Company’s original production at Jerusalem Court. The data sets represent important factors such as of yield, product quality and cost of production. The results of the recent Daly facility harvest cycles have offered an increased level of confidence in terms of the current phase of production and the ability to navigate the upcoming phases of expansion.

The nursery division of Lyfted Farms has many functions and benefits within our vertically integrated structure. One of the key functions is to procure and develop new genetic strains. Currently the Company is executing on an initiative to upgrade its genetic portfolio and has been working with select, top-rated genetic breeders across the state to bring new and desired genetics into production. After a careful initial selection process, the Company was able to identify over a dozen new strains that were brought into production. At least half of the new genetics have already gone through two production cycles at the Daly facility and expressed the necessary attributes that the c\Company’s production standards demand. The Company plan to continue to explore additional genetics with its exclusive network of breeders within this initiative.

The Company has also recently successfully closed a Private Placement, and management is focusing on non-dilutive opportunities to consolidate debt in order to best position itself for the exciting next wave of US cannabis growth that is expected following favorable momentum in the United State House and Senate for improved cannabis legislation.

“We remain proudly dedicated to the success of the Company, and look forward to announcing more strategic updates shortly,” said Mr. Blink.

MCTO Update

The company wishes to provide an update with respect to the previously announced Management Cease Trade Order (the "MCTO") issued by the British Columbia Securities Commission on March 31, 2022. The MCTO was issued in connection with the delay by the Company in filing its annual financial statements, management's discussion and analysis and related officer certifications for the financial year ended November 30, 2021 (collectively, the "Required Filings") before the prescribed deadline of March 30, 2022. The Company continues to work closely with its auditor and expects to file the Required Filings on or before May 30, 2022.

The Company is providing this status update in accordance with National Policy 12-203 Management Cease Trade Orders ("NP 12-203"). The Company intends to follow the provisions of the Alternative Information Guidelines set out in NP 12-203, including the issuance of bi-weekly default status reports in the form of news releases. The Company confirms as of the date of this news release that there has been no material change in the information contained in the announcement issued on March 31, 2022, and there is no other material information concerning the affairs of the Company that has not been generally disclosed.

About TransCanna

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 multipurpose facility in Modesto, California, the company is now poised to become one of the largest and most efficient vertically integrated cannabis companies in the California market. Visit the TransCanna website today at transcanna.com.

For updated information with respect to our company, please see our filings on SEDAR at www.sedar.com and on the CSE at www.thecse.com, or visit the Company's website at www.transcanna.com. To contact the Company, please email info@transcanna.com.

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**

April 14, 2022