

**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**

May 24, 2022

**Item 3**      **News Release**

The news release was disseminated by Stockwatch and Market News on May 24, 2022.

**Item 4**      **Summary of Material Change**

TransCanna announces board changes.

**Item 5**      **Full Description of Material Change**

**5.1**          **Full Description of Material Change**

The company announced that Mr. Douglas Mason and Mr. Andrzej Kowalski have resigned as members of the Board of Directors.

The Board of Directors would like to thank Mr. Mason and Mr. Kowalski for their contributions and wish them well in their future endeavours.

TransCanna and the Board are currently evaluating alternatives with respect to appointing two new independent directors to fill the current vacancies.

**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](http://transcanna.com).

For updated information with respect to our company, please see our filings on SEDAR at [www.sedar.com](http://www.sedar.com) and on the CSE at [www.thecse.com](http://www.thecse.com), or visit the Company's website at [www.transcanna.com](http://www.transcanna.com). To contact the Company, please email [info@transcanna.com](mailto: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**

May 24, 2022