

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**

June 14, 2022

Item 3 **News Release**

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

Item 4 **Summary of Material Change**

BCSC declares TransCanna current on all disclosures, lifts MCTO.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

The Company announced that the British Columbia Securities Commission ("BCSC") has lifted the Management Cease Trade Order ("MCTO") it had previously granted the Company on March 30, 2022.

The MCTO had been granted in conjunction with the Company's anticipated filings of its Annual Audited Financial Statements, Management Discussion and Analysis, and related officer certifications for the financial year ended November 30, 2021, which were originally due March 30, 2022. TransCanna itself applied for the MCTO in order to forfeit management trades so that other shareholders could continue to trade while it organized the necessary filings.

The BCSC granted the Company a new deadline, which was extended to include Q1 financials. The Company has now successfully completed all necessary filings for its Annual and Interim Financials. Revoking the MCTO means members of management are no longer prevented from trading the Company's common shares.

The Company remains committed to timely financial transparency and wishes to thank the BCSC, the auditors, and shareholders for their continued trust in this important commitment.

TransCanna's Annual and Interim Financials are now publicly available on SEDAR (sedar.com).

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

June 14, 2022