

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Avicanna Inc. (the "**Company**")
480 University Avenue, Suite 1502
Toronto, Ontario
M5G 1V2

Item 2. Date of Material Change

August 28, 2024

Item 3. News Release

News release in respect to the material change referred to in this report was issued by the Company on August 28, 2024 via Globe Newswire and filed via SEDAR+.

Item 4. Summary of Material Change

The Company announced it has closed a non-brokered private placement offering of 6,620,692 units of the Company at a price of \$0.30 per unit for aggregate gross proceeds of approximately \$1,986,207.

Item 5. Full Description of Material Change

On August 28, 2024 the Company announced it has closed a non-brokered private placement offering of 6,620,692 units of the Company at a price of \$0.30 per unit for aggregate gross proceeds of approximately \$1,986,207.

Each Unit is comprised of one common share in the capital of the Company (each, a "**Unit Share**") and one-half of one (0.5) common share purchase warrant of the Company (each whole warrant, a "**Warrant**"); and, each Warrant shall entitle the holder thereof to acquire one (1) common share in the capital of the Company at an exercise price of \$0.40 per share, subject to adjustment in certain events, until August 28, 2027. The Company paid an aggregate total of \$58,503 in cash finders' fees and issued an aggregate total of 195,010 finder's warrants (each a "**Finder Warrant**") in connection with the Offering to certain finders in connection with subscriptions for Units made by purchasers introduced to the Company by such finders. Each Finder Warrant entitles the holder thereof to acquire one common share in the capital of the Company at an exercise price of \$0.40 per share, subject to adjustment in certain events, until August 28, 2027.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Executive Officer

Phillip Cardella
CFO
Tel: 647-243-5283

E-mail: info@avicna.com

Item 9. Date of Report

September 6, 2024.