

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

BevCanna Enterprises Inc. (the “Company”)
1672 West 2nd Avenue
Vancouver, BC V6J 1H4

Item 2. Date of Material Change

June 28, 2019

Item 3. News Release

The News Release dated June 28, 2019 was disseminated by Business Wire on June 28, 2019.

Item 4. Summary of Material Change

The Company announced that the Company’s common shares were approved for listing on the Canadian Securities Exchange (the “CSE”) and will commence trading on the CSE at the market open on Tuesday, July 2, 2019, under the symbol “BEV”. The Company has 45,510,750 shares outstanding, of which 17,491,095 are held in escrow for release over time, in compliance with National Policy 46-201, Escrow for Initial Public Offerings and pursuant to the terms of a voluntary pooling agreement.

The Company has granted an aggregate of 1,250,000 stock options under the Company’s Stock Option Plan to certain of its executive officers, which are exercisable at a price of \$0.50 per share until February 28, 2024.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in Item 4 above and in the News Release attached hereto.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Please contact Marcello Leone, Director, Chief Executive Officer and Chairman of the Board, at 604-569-1414.

Item 9. Date of Report

June 28, 2019

BevCanna Enterprises Announces Listing on the Canadian Securities Exchange

Leader in cannabis-infused innovations to start trading on Tuesday July 2

VANCOUVER, British Columbia--(BUSINESS WIRE)--June 28, 2019--BevCanna Enterprises Inc. (CSE: BEV) (the “**Company**”) is pleased to announce that the Company’s common shares were approved for listing on the Canadian Securities Exchange (the “**CSE**”) and will commence trading on the CSE at the market open on Tuesday, July 2, 2019, under the symbol “BEV”. The Company has 45,510,750 shares outstanding, of which 17,491,095 are held in escrow for release over time, in compliance with National Policy 46-201, Escrow for Initial Public Offerings and pursuant to the terms of a voluntary pooling agreement.

The Company has granted an aggregate of 1,250,000 stock options under the Company’s Stock Option Plan to certain of its executive officers, which are exercisable at a price of \$0.50 per share until February 28, 2024.

About BevCanna Enterprises Inc.

BevCanna Enterprises Inc. (CSE: BEV) plans to develop and manufacture cannabinoid-infused beverages and consumer products for in-house brands and white label clients. With decades of experience creating, branding and distributing iconic brands that have resonated with consumers on a global scale, the team demonstrates an expertise unmatched in the emerging cannabis beverage category. Based in British Columbia, Canada, BevCanna has a 100-acre outdoor cultivation site in the fertile Okanagan Valley and the exclusive rights to a pristine spring water aquifer, as well as a world-class 40,000-square-foot, HACCP certified manufacturing facility, with a current bottling capacity of up to 72M bottles. BevCanna’s vision is to be a global leader in infused innovations. For more information, please refer to the Company’s prospectus dated June 20, 2019, which is available under the Company’s profile on SEDAR at www.sedar.com.

Disclaimer for Forward-Looking Information

Certain information in this news release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact are forward-looking statements. Forward looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expect”, “potential”, “believe”, “intend”, “estimate” or the negative of these terms and similar expressions. Forward-looking statements in this news release include, but are not limited to: statements with respect to the Company’s listing of its common shares on the CSE; and statements with respect to the business plans of the Company.

Forward-looking statements are based on certain assumptions regarding the issuances of licences by Health Canada to the Company under the Cannabis Act; anticipated changes to the Cannabis Act and the regulations thereunder to permit the production and sale of food products, derivatives and beverages containing THC and CBD; changes to U.S. state and federal laws to permit the production and sale of cannabis and cannabis-derived products; and expectations with respect to the future growth of recreational cannabis products. While the Company consider these assumptions to be reasonable, based on information currently available, they may prove to be incorrect. Readers are cautioned not to place undue reliance on forward-looking statements.

The assumptions of the Company, although considered reasonable by it at the time of preparation, may prove to be incorrect. In addition, forward-looking statements necessarily involve known and unknown risks, including, without limitation, the Company not being issued licences by Health Canada; Health

Canada electing not to legalize and/or permit the production and sale of food products, derivatives and beverages containing THC and CBD; the United States' Food and Drug Administration electing not to legalize and/or permit the production and sale of food products, derivatives and beverages containing CBD; risks associated with general economic conditions; adverse industry events; future legislative, tax and regulatory developments; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; the inability to implement business strategies; competition; currency and interest rate fluctuations and other risks. Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. For more information on the risk, uncertainties and assumptions that could cause anticipated opportunities and actual results to differ materially, please refer to the public filings of the Company which are available on SEDAR at www.sedar.com. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect our expectations as of the date hereof, and thus are subject to change thereafter. The Company disclaims any intention or obligation to update or revise any forward- looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Contacts

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For investor inquiries, please contact:

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