

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

**Item 1 Name and Address of Company**

BevCanna Enterprises Inc. (the “Company”)  
200 – 1672 West 2nd Avenue  
Vancouver, BC, V6J 1H

**Item 2 Date of Material Change**

July 29, 2019

**Item 3 News Release**

The news release dated July 30, 2019 was disseminated via Baystreet and Stockwatch.

**Item 4 Summary of Material Change**

The Company announced that its board of directors has appointed Michael Darby as the Chief Financial Officer and Corporate Secretary of the Company, effective July 29, 2019.

**Item 5 Full Description of Material Change**

The Company announced that its board of directors has appointed Michael Darby as the Chief Financial Officer and Corporate Secretary of the Company, effective July 29, 2019. Mr. Darby succeeds John Campbell, who will continue to hold the role of Chief Strategy Officer of the Company, and who will now focus primarily on merger, acquisition and joint venture opportunities in the Company’s two principal markets, Canada and California.

The material change is fully described in Item 4 above and in the attached news release which has been filed on SEDAR.

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

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Michael Darby, Chief Financial Officer  
Telephone: 1-604-569-1414

**Item 9 Date of Report**

August 16, 2019

## **BevCanna Enterprises Announces Appointment of New Chief Financial Officer**

VANCOUVER, British Columbia--(BUSINESS WIRE)--July 30, 2019--BevCanna Enterprises Inc. (CSE: BEV) (“**BevCanna**” or the “**Company**”) announced that its board of directors has appointed Michael Darby as the Chief Financial Officer and Corporate Secretary of the Company, effective July 29, 2019. Mr. Darby succeeds John Campbell, who will continue to hold the role of Chief Strategy Officer of the Company, and who will now focus primarily on merger, acquisition and joint venture opportunities in BevCanna’s two principal markets, Canada and California.

“We’re pleased that Michael has joined the BevCanna team,” said Marcello Leone, CEO of BevCanna. “Michael’s extensive financial management expertise will be an invaluable asset to our team, especially in this period of strategic expansion. His stewardship capabilities across a range of industries, and particularly in the capital markets arena, will be critical as we move forward with our long-term plans.”

“It’s an exciting opportunity that I couldn’t pass up,” noted Mr. Darby. “The cannabis-infused beverage market is on the brink of explosive growth, and BevCanna is at the forefront of the industry. To join a team with the branding, beverage and cannabis expertise that this team jointly holds is very appealing.”

A finance professional with over 25 years of progressively senior financial management experience, Mr. Darby joins BevCanna from Naturo Group Investments Inc. Prior to joining Naturo Group, Mr. Darby served as Chief Financial Officer of Skidmore Group Holdings Inc., a family-owned private equity firm. Previous roles include CFO of TCG International Inc., an international manufacturer, retailer and franchisor of auto & window glass, and Canadian manufacturer & distributor of architectural millwork, and Corporate Controller & Director of Administration of Glentel Inc., a publicly-traded retail telecommunications company.

Mr. Darby is a member of the Chartered Professional Accountants of British Columbia and earned a Bachelor of Commercial Studies degree from the University of Western Ontario.

### **About BevCanna**

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.

### **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: that Michael Darby's extensive financial management expertise will be an invaluable asset to the Company, especially in this period of strategic expansion, and that his stewardship capabilities across a range of industries, and particularly in the capital markets arena, will be critical as the Company moves forward with its long-term plans; the cannabis-infused beverage market is on the brink of explosive growth; statements with respect to the development and manufacturing of cannabinoid-infused beverages and consumer products for in-house brands and white label clients; the emerging cannabis beverage category; and the business plans of the Company

Forward-looking statements are based on certain assumptions regarding that Michael Darby's experience will benefit the Company; anticipated changes to Canadian federal legislation to legalize cannabis infused beverages; and expectations with respect to the future growth of recreational cannabis products. 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, risks associated with: adverse market conditions; changes to the growth and size of the cannabis-infused beverage markets; consumer acceptance and adoption of cannabis-infused beverages as compared to other beverages; future legislative and regulatory developments and other risks. 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. 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**

**For media enquiries or interviews, please contact:**

Wynn Theriault, Thirty Dash Communications

416-710-3370

wynn@thirtydash.ca

**For investor inquiries, please contact:**

Luca Leone, BevCanna Enterprises Inc.

604-880-6618

luca@bevcanna.com