

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

September 4, 2019

Item 3 News Release

The news release dated September 4, 2019 was disseminated via Businesswire and Stockwatch.

Item 4 Summary of Material Change

The Company announced that it signed a letter of intent (the “**Letter of Intent**”) with Clearwater CannGrow to grow certified organic sun-grown cannabis on an aggregate 130 acre plot of land on the Company’s property near Osoyoos, B.C.

Item 5 Full Description of Material Change

The Company announced that it signed a Letter of Intent with Clearwater CannGrow to grow certified organic sun-grown cannabis on an aggregate 130 acre plot of land on the Company’s property near Osoyoos, B.C.

Pursuant to the Letter of Intent, the parties have agreed to use best efforts to enter into a definitive agreement in respect of the proposed business relationship within 14 days.

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

Martino Ciambrelli, President
Telephone: 1-604-569-1414

Item 9 Date of Report

September 20, 2019

Press Release

BevCanna Signs Letter of Intent for 130 Acre Outdoor Cannabis Cultivation

Joint Venture with Clearwater CannGrow to grow certified organic sun-grown cannabis

VANCOUVER, BC, September 4, 2019. Emerging leader in infused cannabis beverages, BevCanna Enterprises Inc. (CSE:BEV, Q:BVNNF) ("BevCanna" or the "Company"), announced today that they have inked a letter of intent with Clearwater CannGrow to grow certified organic sun-grown cannabis on an aggregate 130 acre plot of land on BevCanna's property near Osoyoos, B.C. Pursuant to the letter of intent, the parties have agreed to use best efforts to enter into a definitive agreement in respect of the proposed business relationship within 14 days.

The joint venture combines BevCanna's extensive beverage marketing and branding expertise and prime Okanagan outdoor cultivation site, with Clearwater CannGrow's renowned skill in cannabis cultivation operations. Led by seasoned agricultural consultant Joey Bedard-Brunet, Clearwater CannGrow will plan, supervise, and operate the cultivation operation using Good Agricultural Practices.

"We've been seeking the right partner to oversee the cannabis cultivation operations on our site," said John Campbell, Chief Strategic Officer at BevCanna. "Joey is the perfect candidate – he has the experience with MMAR start-up cannabis and hemp operations that we've been looking for, and expertise across agricultural industries. We're excited to get the operation underway."

Mr. Bedard-Brunet is a farm start-up expert; as co-owner of a large-scale hemp farm, a cricket farm, an organic ground crop vegetable farm, an outdoor cannabis farm and other agricultural businesses. Leveraging his degrees in both horticulture and farming, Mr. Bedard-Brunet has also built one of the world's largest hop farms, and designed and executed one of the largest organic industrial hemp farms in western Canada

BevCanna expects to produce over 100,000kg of biomass through the venture and the finished extract is expected to yield over 10,000kg of pure cannabinoids. This positions BevCanna to become a global leader in the production of high-quality, next-generation products, in the lead-up to Canada's legalization of next-generation products later this year.

Future phases of the joint venture will explore the potential of further expanding the outdoor cannabis production beyond the current 130-acre site, through the option of another site nearby in Bridesville, BC, and through the future lease of land from indigenous groups in prime growing areas in the Interior of B.C. The execution of all phases will allow BevCanna to develop into the largest outdoor cannabis cultivator in B.C.

Structure of the venture:

A new division of BevCanna (tentatively to be named BevCanna Cultivation) will be formed and Clearwater CannGrow will be engaged by BevCanna for a three-year term as contract grower for the new division. Headed by Founder and CEO Joey Bedard-Brunet, Clearwater CannGrow will oversee and manage all the day to day operations, with Mr. Bedard-Brunet as the initial manager and head grower/cultivator on the license. BevCanna plans to have the outdoor cultivation license application submitted by end of November 2019, and to plant the first crop by spring 2020, with an anticipated Fall 2020 harvest.

About BevCanna Enterprises Inc.

[BevCanna Enterprises Inc.](#) (CSE:BEV) develops and manufactures 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 130-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 per shift/per annum.

For media enquiries or interviews, please contact:

Wynn Theriault, Thirty Dash Communications
416-710-3370
wynn@thirtydash.ca

For investor enquiries, please contact:

Luca Leone, BevCanna Enterprises Inc.
604-880-6618
luca@bevcanna.com

Disclaimer for Forward-Looking Information

This news release contains forward-looking statements under applicable securities laws, including the statements that: Clearwater CannGrow will plan, supervise, and operate the cultivation operation using Good Agricultural Practices; that BevCanna expects to produce biomass through the venture and the finished extract is expected to yield pure cannabinoids, which would position BevCanna to become a global leader in the production of high-quality, next-generation products, in the lead-up to Canada's legalization of next-generation products later this year; that future phases of the joint venture will explore the potential of further expanding the outdoor cannabis production beyond the current 130 acre site, through the option of another site in nearby Bridesville, BC, and through the future lease of land from indigenous groups in prime growing areas in the Interior of B.C.; that the execution of all phases will allow BevCanna to develop into the largest outdoor cannabis cultivator in B.C.; that a new division of BevCanna (tentatively to be named BevCanna Cultivation) will be formed; that Clearwater CannGrow will oversee and manage all the day to day operations, with Mr. Bedard-Brunet as the initial manager and head grower/cultivator on the license; that BevCanna plans to have the outdoor cultivation license application submitted by end of November 2019,

and to plant the first crop by spring 2020, with an anticipated Fall 2020 harvest; the emerging cannabis beverage category; and the business plans of the Company.

These statements are based on certain assumptions regarding anticipated changes to Canadian federal legislation to legalize infused beverages later this year; the continued normalization of cannabis-infused beverage consumption habits; the issuances of licences by Health Canada to the Company; climate conditions; the availability of other prime growing areas in the Interior of B.C and the Company's ability to obtain access to such sites; 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 future legislative and regulatory developments; risks associated with agriculture and farming; the Company not being issued licences by Health Canada; 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.