

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 16, 2019

Item 3 News Release

The news release dated September 16, 2019 was disseminated via Businesswire and Stockwatch.

Item 4 Summary of Material Change

The Company announced that it entered into an exclusive supply agreement (the “**Supply Agreement**”) with Nextleaf Solutions Ltd. (“**Nextleaf**”), which owns a portfolio of five (5) issued and 24 pending patents pertaining to the production of high-purity, cannabinoid rich distillate, a key ingredient used in the manufacturing of standardized THC and CBD infused products.

Item 5 Full Description of Material Change

The Company announced that it entered into a Supply Agreement with Netxleaf, which owns a portfolio of five (5) issued and 24 pending patents pertaining to the production of high-purity, cannabinoid rich distillate, a key ingredient used in the manufacturing of standardized THC and CBD infused products.

Nextleaf has granted exclusive license to the Company for the use of IP related to water-soluble cannabinoids for the development, manufacturing and sale of the Company’s products. This includes the Company’s portfolio of house brands, and white-label products developed by the Company for third parties.

Performance milestones include commercialization within 12 months of the legalization of infused products and edibles in Canada (which is anticipated in October 2019). The initial term of the Supply Agreement extends for three years after the legalization of infused products, and the Supply Agreement extends for a subsequent five year renewal period, unless terminated earlier.

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

BevCanna Announces Exclusive Supply Agreement with Nextleaf Solutions for Water-Soluble Cannabinoids

Two Canadian companies well-positioned for early market leadership within infused product landscape.

VANCOUVER, BC, September 16th, 2019. Emerging leader in infused cannabis beverages, BevCanna Enterprises Inc. ("BevCanna" or the "Company")(CSE:BEV, O:BVNNF), announces entering into an exclusive supply agreement with Nextleaf Solutions Ltd. (CSE: OILS, OTCQB: OILFF, FSE: LoMA), which owns a portfolio of five (5) issued and 24 pending patents pertaining to the production of high-purity, cannabinoid rich distillate, a key ingredient used in the manufacturing of standardized THC and CBD infused products.

Nextleaf has granted exclusive license to BevCanna for the use of IP related to water-soluble cannabinoids for the development, manufacturing and sale of BevCanna products. This includes BevCanna's portfolio of house brands, and white-label products developed by BevCanna for third parties.

Performance milestones include commercialization within 12 months of the legalization of infused products and edibles in Canada (which is anticipated in October 2019). The initial term of the agreement extends for three years after the legalization of infused products, and the agreement extends for a subsequent five year renewal period, unless terminated earlier.

"We are very pleased to leverage Nextleaf's technology within our formulations, as it has a proven reputation for unique and differentiated IP," shared Emma Andrews, Chief Commercialization Officer at BevCanna. "Its patented extraction process will allow our beverages to be made with odorless, tasteless cannabinoids, resulting in a superior taste and consumption experience, and is a natural complement to our premium spring water base. Taste and reliability will be essential to growing this category."

Under BevCanna's recently issued Research License, product development activities will take a significant step forward, including stability validation, sensory evaluation, and equipment testing, in preparation for scale-up toward full commercialization.

"The BevCanna team brings a tremendous amount of experience in creating iconic beverage brands and consumer packaged goods, including Mike's Hard Lemonade, Vega, and Trace Beverages," said Paul Pedersen, CEO of Nextleaf. "BevCanna's existing infrastructure, including a world-class bottling plant and spring water aquifer in British Columbia, is a great example of the caliber of partners we want to commercialize our IP through," stated Pedersen.

BevCanna has recently shared two of its intended brands for commercialization in Canada, including Anarchist Mountain Beverages, a line of THC infused sparkling spring water

beverages with botanical flavor profiles inspired by the Pacific Northwest, and Gräv, a line of easy-drinking iced tea beverages, with a balanced blend of THC and CBD.

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 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 per shift/per annum.

About Nextleaf

Nextleaf Solutions Ltd. ("**OILS**") is the first publicly traded company to be issued a U.S. patent for the industrial-scale extraction and purification of cannabinoids. OILS owns a portfolio of five (5) issued and 24 pending patents pertaining to the production of high-purity, cannabinoid rich distillate, a key ingredient used in the manufacturing of standardized THC and CBD infused products. Once cannabis concentrates become legal across Canada on October 17, 2019, the company plans to commercialize its intellectual property portfolio through IP licensing, and B2B processing services. Nextleaf Solutions trades as OILS on the Canadian Securities Exchange (CSE: OILS), OILFF on the OTCQB Market in the United States (OTCQB: OILFF) and LoMA on the Frankfurt Stock Exchange (FSE: LoMA).

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Disclaimer for Forward-Looking Information

This news release contains forward-looking statements under applicable securities laws, including: the statement that infused beverages are expected to be legalized in Canada October 2019; that Nextleaf's patented extraction process will allow BevCanna's beverages to be made with odorless, tasteless cannabinoids, resulting in a superior taste and consumption experience; that under BevCanna's recently issued Research License, product development activities will take a significant step forward, including stability validation, sensory evaluation, and equipment testing, in preparation for scale-up toward full commercialization; and the business plans of the Company.

These statements are based on certain assumptions, including the assumption regarding anticipated changes to Canadian federal legislation to legalize infused beverages. 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 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.