

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

January 14, 2020

Item 3 News Release

The news release dated January 15, 2020 was disseminated via Cision.

Item 4 Summary of Material Change

On January 14, 2020, the Company announced it has entered into a share exchange agreement (the “**Agreement**”) dated January 13, 2020 with Carmanah Craft Corp. (“**Target**”) and all of the shareholders of Carmanah whereby the Company agreed to acquire all of the issued and outstanding securities of Carmanah and the business of Carmanah (the “**Acquisition**”). The Company completed the Acquisition on January 14, 2020. In consideration for the Acquisition, the Company issued 8,941,176 common shares in the capital of the Company to the shareholders of Carmanah at a deemed price of \$0.425 per share. No finder’s fee is payable in connection with the Acquisition. The Acquisition is an arm’s length transaction.

Item 5 Full Description of Material Change

The Company announced the entry into the Agreement and the closing of the Acquisition.

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

Marcello Leone, Chief Executive Officer
Telephone: 1-604-569-1414

Item 9 Date of Report

January 16, 2020

BevCanna Significantly Expands its Cannabis Genetics Program with the Acquisition of Carmanah Craft Corp.

Access to extensive library of genetics, including 50 premium cannabis strains, expected to dramatically enhance the infused beverage company's yield

VANCOUVER, Jan. 15, 2020 /CNW/ - Emerging leader in infused cannabis beverages, BevCanna Enterprises Inc., (CSE: BEV, Q:BVNNF, FSE:7BC) ("**BevCanna**" or the "**Company**") is pleased to announce that it has acquired Carmanah Craft Corp. ("Carmanah").

Pursuant to a share exchange agreement (the "**Agreement**") dated January 13, 2020 with Carmanah and each of the shareholders of Carmanah, the Company has completed the acquisition of all the issued and outstanding securities of Carmanah and the business of Carmanah (the "**Acquisition**").

The acquisition of the cannabis genetics expert gives BevCanna access to an extensive library of cannabis genetics, including 50 premium cannabis strains and over 25 types of cannabis seeds, including six auto flower seed varieties. There is an excess of 50 strains by clone and 250,000 cannabis seeds ranging from high THC to high CBD. Additionally, a large portion of the genetics are outdoor-specific strains that originated in California, which boasts a very similar climatic zone to our operations in the Okanagan and are expected to increase yields. The library of genetics includes many of the top mold resistant, outdoor, high yielding, auto flower seeds, many of which are anticipated at 2kg+ of yield per plant. With the addition of such a substantial auto flower library, the harvest times will start much earlier allowing for much more organized final processing.

"This deal will dramatically increase our overall cannabis yield projections." said Joey Bedard-Brunet, Head of Cultivation at BevCanna. "Together with the recently announced [increase in our outdoor cannabis cultivable land](#) to almost 300 acres, the acquisition of Carmanah's proven outdoor genetics will allow BevCanna to develop into one of the largest outdoor cannabis cultivators in Canada." said John Campbell, Chief Strategy Officer at BevCanna.

Terms

In consideration for the Acquisition, the Company issued 8,941,176 common shares in the capital of the Company to the shareholders of Carmanah at a deemed price of \$0.425 per share. Closing of the Acquisition was conditional upon receipt by the Company of a confidential third-party valuation valuing the shares of Carmanah as being equal to or greater than the purchase price. No finder's fee was paid in connection with the Acquisition. The Acquisition is an arm's length transaction.

None of the securities issued in connection with the Acquisition will be registered under the *United States Securities Act* of 1933, as amended (the "**1933 Act**"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

About BevCanna Enterprises Inc.

BevCanna Enterprises Inc. (CSE: BEV, Q:BVNNF, FSE:7BC) 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 292-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 210M bottles per annum.

On behalf of the Board of Directors

"John Campbell"

Director, BevCanna Enterprises Inc.

Forward-Looking Information: This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of the Company. Forward-looking information is based on certain key expectations and assumptions made by the management of the Company, including the statements regarding the expectations that access to the library of genetics will dramatically enhance the Company's yield; the anticipated yield of cannabis plants grown from the genetic strains acquired; and that the Acquisition will allow the Company to develop into one of the largest outdoor cultivators in Canada. Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. The Company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include: adverse market conditions; the Company may not be granted a licence to grow outdoor cannabis; and other factors beyond the control of the parties. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information contained in this news release.

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<http://www.newswire.ca/en/releases/archive/January2020/15/c0497.html>

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For further information: 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

CO: BevCanna Enterprises Inc.

CNW 08:30e 15-JAN-20