

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 1H4

Item 2 Date of Material Change

June 15, 2020

Item 3 News Release

The news release dated June 17, 2020 was disseminated via Cision.

Item 4 Summary of Material Change

The Company announced that it has entered into a definitive share exchange agreement with Exceler Holdings Ltd. (“**Exceler**”), an arm’s length private British Columbia corporation. The agreement holds that the Company will acquire all of the issued and outstanding shares of Exceler as consideration for the issuance of two million Company shares.

The agreement with Exceler will provide the Company with access to Exceler’s significant number of distribution points across Europe and Asia as the Company launches its CBD beverage products in the European Union market. The Company will leverage their existing joint venture with European distributor Mota Ventures, announced on February 16, 2020, to execute on the Exceler agreement.

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 attached news release which has been filed on SEDAR.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

John Campbell, Chief Financial Officer
Telephone: 1-604-569-1414

Item 9 Date of Report

June 17, 2020

Press Release

BevCanna Signs Definitive Agreement to Acquire Exceler Holdings

Access to Distribution Network To Accelerate The Beverage Expert's EU Expansion Plans

VANCOUVER, BC., June 17, 2020. 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 entered into a definitive share exchange agreement with Exceler Holdings Ltd. (“**Exceler**”), an arm’s length private British Columbia corporation. The agreement holds that BevCanna will acquire all of the issued and outstanding shares of Exceler as consideration for the issuance of two million BevCanna shares.

The agreement with Exceler will provide BevCanna with access to Exceler’s significant number of distribution points across Europe and Asia as BevCanna launches its CBD beverage products in the European Union market. BevCanna will leverage their existing [joint venture with European distributor Mota Ventures](#), announced on February 16, 2020, to execute on the Exceler agreement.

“On closing, the ability to sell through Exceler’s extensive distribution network is intended to quickly accelerate our expansion into the EU market,” said John Campbell, Chief Strategy Officer at BevCanna. “We anticipate that the BevCanna lines of CBD beverages will soon be available to consumers across the continent.”

Terms of the Agreement

Closing of the definitive agreement is subject to standard closing conditions in addition to Exceler having positive working capital and no long-term debt. No finder’s fees are payable in connection with the proposed acquisition.

None of the securities to be 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.

For media enquiries or interviews, please contact:

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For investor inquiries, please contact:

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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 the Company will close the proposed acquisition, the belief that the acquisition will provide the Company with a significant number of distribution points in Europe, the anticipated launch of the Company's CBD products in Europe, that closing of the acquisition will accelerate expansion plans in Europe, and that the Company's CBD products will soon be available in Europe. 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 inability to close the acquisition for any reason; changes in regulatory or licensing requirements and timelines; ability of the Company to leverage Exceler's contacts and distribution network, and other factors beyond the control of the parties. Investors are 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.