

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

October 23, 2020.

Item 3 News Release

The news releases dated October 23, 2020 were disseminated via Stockwatch, BayStreet and Cision.

Item 4 Summary of Material Change

The Company announced that it has settled debt (the “**Debt Settlement**”) in the amount of \$541,856.36 owed by the Company to certain creditors of the Company in exchange for 2,167,425 common shares (each, a “**Debt Settlement Share**”) at a deemed price of \$0.25 per Debt Settlement Share.

The Company also announced that it has received a capital injection of \$750,000. The funds are the proceeds of a Unit private placement (the “**Private Placement**”) of \$250,000 at \$0.25 per Unit and a \$500,000 senior management exercise of 1,500,000 stock options, at an exercise price of \$0.30 per share.

Item 5 Full Description of Material Change.

5.1 Full Description of Material Change

Debt Settlement

The Company announced a Debt Settlement in the amount of \$541,856.36 owed by the Company to certain creditors of the Company in exchange for 2,167,425 Debt Settlement Shares at a deemed price of \$0.25 per Debt Settlement Share.

600,000 of the Debt Settlement Shares are subject to a hold period expiring four months and one day from the date of closing of the transactions.

None of the securities acquired in the Debt Settlement 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 news 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.

Private Placement

The Company also announced that it has received a capital injection of \$750,000. The funds are the proceeds of a Private Placement of \$250,000 at \$0.25 per Unit and a \$500,000 senior management exercise of 1,500,000 stock options, at an exercise price of \$0.30 per share.

Each Unit is comprised of one common share in the capital of the Issuer (each, a "**Share**") and one-half of one transferable common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire one Share (each, a "**Warrant Share**") at a price of \$0.40 per Warrant Share until 5:00PM PT on the date of expiration of the Warrant, which is two years following the Closing Date.

None of the securities acquired in the Private Placement 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 news 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.

The securities acquired in the Private Placement are subject to resale restrictions imposed by applicable law or regulation, including a statutory hold period expiring four months and one day from the date of the Private Placement.

The material change is fully described in Item 4 above and in the attached news releases which have 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

October 26, 2020.



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Press Release

BevCanna Enterprises Announces Debt Settlement Transactions

VANCOUVER, BC, October 23, 2020. Emerging leader in infused cannabis beverages, BevCanna Enterprises Inc. (CSE:BEV, Q:BVNNF, FSE:7BC) (“BevCanna” or the “Company”), announced today that it has settled debt (the “Debt Settlement”) in the amount of \$541,856.36 owed by the Company to certain creditors of the Company in exchange for 2,167,425 common shares (each, a “Debt Settlement Share”) at a deemed price of \$0.25 per Debt Settlement Share.

600,000 of the Debt Settlement Shares are subject to a hold period expiring four months and one day from the date of closing of the transactions.

None of the securities acquired in the Debt Settlement 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 news 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, OTCQB: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 owns the exclusive rights to a pristine spring water aquifer, access to a world-class 40,000-square-foot, HACCP certified manufacturing facility, with a current bottling capacity of up to 210M bottles per annum. BevCanna also recently acquired US natural health and wellness e-commerce platform Pure Therapy. BevCanna's vision is to be a global leader in infused innovations.

On behalf of the Board of Directors:

John Campbell, Chief Financial Officer and Chief Strategy Officer
Director, BevCanna Enterprises Inc.

For media enquiries or interviews, please contact:

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BevCanna Receives \$750,000 in Proceeds Led by Executive Management To Fuel Continued Growth

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Funds will be used for enhancements to manufacturing facility, in preparation for launch of infused beverages in Canadian market

VANCOUVER, BC, Oct. 23, 2020 /CNW/ - Emerging leader in infused cannabis beverages BevCanna Enterprises Inc. announced today that the Company has received a capital injection of \$750,000. The funds are the proceeds of a Unit private placement (the "Private Placement") of \$250,000 at \$0.25 per Unit and a \$500,000 senior management exercise of 1,500,000 stock options, at an exercise price of \$0.30 per share.

The funds are being used to provide additional working capital, including that related to the preparation of the Company's Canadian industry-leading high-capacity beverage manufacturing operations for the imminent receipt of their Standard Processing License from Health Canada. Receipt of this license will enable BevCanna to begin production at the manufacturing facility for its white label clients, and to begin selling its products through licensed Canadian retailers.

"This capital injection has allowed us to accelerate the equipping of our world-class beverage manufacturing facilities to process a range of infused cannabis beverages," said John Campbell, Chief Financial Officer of BevCanna. "We're in the final stages of approval for our Standard Processing License and these enhancements will ensure that we're ready to move ahead immediately upon receipt."

A portion of the funds are being invested into enhancements of BevCanna's recently acquired direct-to-consumer website, Pure Therapy, stimulating revenue growth through the investment in customer acquisition and the addition of new products.

Each Unit is comprised of one common share in the capital of the Issuer (each, a "Share") and one-half of one transferable common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder thereof to acquire one Share (each, a "Warrant Share") at a price of \$0.40 per Warrant Share until 5:00PM PT on the date of expiration of the Warrant, which is two years following the Closing Date.

None of the securities acquired in the Private Placement 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 news 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.

The securities acquired in the Private Placement are subject to resale restrictions imposed by applicable law or regulation, including a statutory hold period expiring four months and one day from the date of the Private Placement.

About BevCanna Enterprises Inc.

BevCanna Enterprises Inc. (CSE: BEV) (OTCQB: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 owns the exclusive rights to a pristine spring water aquifer, access to a world-class 40,000-square-foot, HACCP certified manufacturing facility, with a current bottling capacity of up to 210M bottles per annum. BevCanna also recently acquired US natural health and wellness e-commerce platform Pure Therapy. BevCanna's vision is to be a global leader in infused innovations.

On behalf of the Board of Directors:


John Campbell, Chief Financial Officer and Chief Strategy Officer
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: that the Company expects to receive its Standard Processing Licence imminently; the intended use of proceeds recently received by the Company; that receipt of the Standard Processing Licence will enable BevCanna to begin production at the manufacturing facility for its white label clients, and to begin selling its products through licensed Canadian retailers; that investments to enhance Pure Therapy will stimulate revenue growth through the investment in customer acquisition and the addition of new products; and other statements regarding the business plans of the Company.

Forward-looking statements are based on certain assumptions regarding the issuances of licences by Health Canada to the Company under the Cannabis Act; a continued high regulatory barrier entry for cannabis-infused beverages; successful and timely commercialization of the Company's products; successful and timely negotiation of various agreements; and expectations with respect to the future growth of recreational cannabis products. While the Company considers these assumptions to be reasonable, based on information currently available, they may prove to be incorrect. 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, the Company not being issued licenses by Health Canada; risks associated with general economic conditions; risks associated with climate and agriculture; changes in consumer preferences; adverse industry events; future legislative, tax and regulatory developments; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; the inability to implement business strategies; competition; currency and interest rate fluctuations and other risks. Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. 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. For more information on the risk, uncertainties and assumptions that could cause anticipated opportunities and actual results to differ materially, please refer to the public filings of the Company which are available on SEDAR at www.sedar.com. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect our expectations as of the date hereof, and thus are subject to change thereafter. 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, and the Company does not assume any liability for disclosure relating to any other company mentioned herein.

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CO: BevCanna Enterprises Inc.

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