

BevCanna Provides Update on Commercialization Plans and Landmark Proposed Acquisition of Naturo Group

Recap of special management call includes upcoming corporate milestones and details of proposed combination with established beverage manufacturer

VANCOUVER, British Columbia--(BUSINESS WIRE)--November 27, 2020--Emerging leader in infused cannabis beverages, **BevCanna Enterprises Inc.** (CSE:BEV, OTCQB:BVNNF, FSE:7BC) (“BevCanna” or the “Company”) is pleased to provide a recorded recap of the special management call held on Tuesday November 24, 2020. The call discussed upcoming corporate milestones and reviewed recent developments at the developer and manufacturer of cannabinoid-infused beverages and consumer products for in-house brands and white label clients.

BevCanna provided updates on the following:

- The Company announced the landmark proposed acquisition of established beverage manufacturer and BevCanna partner Naturo Group Investments Inc. (“Naturo”). The proposed combination will create the only fully licensed white-label beverage manufacturing and distribution company with the capability to manufacture and distribute both CPG and cannabis-based beverages, with a global multi-channel distribution network of traditional retail and cannabis sales channels.
- Naturo brings over C\$35M in assets, including the 40,000 sq. ft. beverage facility, 315-acres of cultivatable land valued at C\$10.4M, beverage manufacturing equipment valued C\$3.4M as of year-end and Naturo’s exclusive onsite alkaline spring water source, independently valued at C\$18M. Naturo’s latest independent estimate of enterprise value is C\$38M-C\$42 (February 2020).
- Naturo also brings the nationally distributed Naturo flagship brand, TRACE, which currently enjoys a leadership position within the Canadian fulvic/humic plant-based functional mineral category and is sold in more than 3,000 Canadian retail stores, with select international agreements and partnerships under review.
- The agreement will eliminate future payment liabilities under BevCanna’s current lease agreement, royalty agreement and manufacturing agreements with Naturo. These eliminated agreements and fees will preserve future working capital and allow BevCanna to direct more resources towards its operations and shareholder value.
- The proposed company will combine the decades of consumer-packaged goods (“CPG”), capital markets, corporate strategy and public company expertise of both operational teams.
- Recent developments and initiatives related to Pure Therapy, BevCanna’s U.S. natural health and wellness direct to consumer e-commerce operation.
- The Company’s commercialization plans for the launch of the award-winning Keef and Cali-Bloom cannabis brands in the Canadian market, as well as the Company’s white-label operations, in anticipation of the imminent receipt of BevCanna’s Standard Processing License (SPL). The SPL is in the final review stage and the Company is in active discussions with Health Canada.

To access the call replay by telephone: Dial 1-800-319-6413 and use the passcode 5703#. The replay of the audio call will be available until end of day December 1, 2020.

To access the call replay through the web: <http://services.choruscall.ca/links/bevcanna20201124.html>
The webcast will be available until end of day February 24, 2021.

View a replay of BevCanna CEO Marcello Leone's Monday November 23, 2020 broadcast feature on BNN Bloomberg. BevCanna CEO Marcello Leone is interviewed on BevCanna's strategy, upcoming launch in the Canadian cannabis market and progress on its international initiatives. BNN Bloomberg reaches more than 982,000 weekly through its national broadcast program and partner sites.

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 U.S. natural health and wellness e-commerce platform Pure Therapy. BevCanna's vision is to be a global leader in infused innovations.

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 terms of the proposed acquisition of Naturo (the "Transaction"); that the parties will enter into the definitive agreement regarding the Transaction; the future business plans of Naturo and BevCanna; and the perceived benefits of combining the businesses of Naturo and BevCanna; the Company's commercialization plans for the launch of the award-winning Keef and Cali-Bloom cannabis brands in the Canadian market, as well as the Company's white-label operations, in anticipation of the imminent receipt of BevCanna's Standard Processing License (SPL); and other statements regarding the business plans of the Company.

Forward-looking statements are based on certain assumptions regarding the completion of the Transaction; the issuances of licences by Health Canada to the Company under the Cannabis Act; future positive legislative, tax and regulatory developments in the United States with respect to cannabis; 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 Transaction not being completed at all or on the terms announced; 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; the inability to enter into various agreements with other parties; 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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STRONGER TOGETHER

A MERGER OPPORTUNITY



+ **BEVCANNA**  **=** **NATURO**
BEVCANNA ENTERPRISES INC. WELLNESS INC.

DISCLAIMER FOR FORWARD LOOKING INFORMATION

Certain information in this presentation constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this presentation that are not statements of historical fact are forward-looking statements. Forward looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expect”, “potential”, “believe”, “intend”, “estimate” or the negative of these terms and similar expressions. Forward-looking statements in this presentation include, but are not limited to: statements with respect to: the potential merger of BevCanna Enterprises Inc. (“BevCanna” or the “Company”) and Naturo Group Investments Inc. (“Naturo”), the potential benefits of the proposed merger; that a merger will enable the two companies to benefit from an expanded wholesale network along with traditional and regulated retail channels and e-commerce sales platforms; that by combining manufacturing facilities and resources, G&A & COGS would be reduced by approximately \$2M over the first two years; that top line revenue and bottom line profit will increase as a result of leveraged opportunities and combined efficiencies; that Naturo’s new verticals including nutraceuticals and additional flavored waters are set to launch in 2021; BevCanna’s cannabis licensed beverage manufacturing vertical will allow for regulated retail B2B and B2C sales and distribution channels; the future selling markets for the merged company’s products, including Japan, Dubai, Philippines, Mexico and China; that the merger would result in a fully licensed and integrated branded & white-label beverage manufacturing and consumer products distribution company, with a global multi-channel distribution network of traditional retail and cannabis sales channels, with the unique ability to produce PET, aluminum, standard and custom form factors, a strategic advantage for both in-house and white label business verticals; that the merged company would boast a 40,000 sq. ft state of the art beverage manufacturing facility; the merged company’s white label and manufacturing capabilities, selection of consumer facing products and wholesale products; the proposed management of the merged company; the rapidly growing wellness direction; the proposed capital structure of the merged company; and other statements regarding the business of the proposed merged company.

Forward-looking statements are based on certain assumptions regarding: that the proposed merger will occur on the proposed terms; obtaining the necessary regulatory approvals from Health Canada under the Cannabis Act with respect to the production license and the sales license; changes to U.S. state and federal laws to permit the production and sale of cannabis and cannabis-derived products; expectations with respect to the future growth of recreational cannabis products; the timely receipt of the required regulatory approvals and other necessary consents, including for the proposed merger, including applicable stock exchange and shareholder approvals; that regulatory requirements will be maintained; general business and economic conditions; the merged company’s ability to successfully execute its plans and intentions; the availability of financing on reasonable terms; the merged company’s ability to attract and retain skilled staff; the merged company’s ability to successfully compete with market competition; and the products and technology offered by the merged company’s competitors.

While the Company consider 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 proposed merged not occurring on the proposed terms or at all; the Company not being issued a production license and sales license by Health Canada; the FDA electing not to legalize and/or permit the production and sale of food products, derivatives and beverages containing CBD; the merged company expects to incur significant ongoing costs and obligations relating to its investment in infrastructure, growth, regulatory compliance and operations; the merged company would be subject to the inherent risks associated with the agricultural business; the merged company would be vulnerable to rising energy costs; the merged company would be subject to changes in Canadian laws, regulations and guidelines, which could adversely affect the Company’s future business, financial condition and results of operations; the merged company’s intended business in the United States and elsewhere, the characterization, and consequences of that business under federal law, and the framework for the enforcement of cannabis and cannabis related offences in the United States; there is no assurance that the merged company would turn a profit or generate revenues; the merged company may not be able to effectively manage its growth and operations, which could materially and adversely affect its business; the merged company would face competition from other companies where it will conduct business that may have a higher capitalization, more experienced management or may be more mature as a business; if the merged company is unable to attract and retain key personnel, it may not be able to compete effectively in the cannabis market; the merged company could continue to sell securities for cash to fund operations, capital expansion, mergers and acquisitions that may dilute the merged company’s shareholders; the Company currently has insurance coverage; however, because the merged company’s business would be ancillary to the cannabis industry, there are additional difficulties and complexities associated with such insurance coverage; the merged company would be reliant on a single location, and any adverse changes affecting the merged company’s production facility could materially affect the merged company’s business and operations; the cultivation of cannabis involves a reliance on a third party cultivator and third party transportation which could result in supply delays, reliability of delivery and other related risks; the merged company is reliant on key inputs, such as water and utilities, and any interruption of these services could have a material adverse effect on the merged company’s finances and operation results; the merged company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against the merged company; the merged company’s officers and directors might be engaged in a range of business activities resulting in conflicts of interest; the merged company cannot assure that a market will develop or exist for the merged company’s common shares or what the market price of the common shares would be; the market price for common shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which would be beyond the control of the merged company; the merged company would be subject to uncertainty regarding Canadian and United States legal and regulatory status and changes from all levels of government; 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 presentation 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.

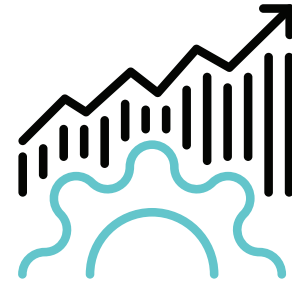
This presentation contains future-oriented financial information and financial outlook information (collectively, “FOFI”) about the merged company’s prospective results of operations, including revenue and profit, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraphs. FOFI contained in this presentation was made as of the date of this presentation and was provided for the purpose of providing further information about BevCanna’s future business operations. BevCanna disclaims any intention or obligation to update or revise any FOFI contained in this presentation, whether as a result of new information, future events or otherwise, except as required by securities law. Investors are cautioned that the FOFI contained in this presentation should not be used for purposes other than for which it is disclosed herein.

WHY A MERGER OF THESE TWO COMPANIES MAKES SENSE



DISTRIBUTION

A merger will enable the two companies to benefit from an expanded wholesale network along with traditional and regulated retail channels and e-commerce sales platforms.



OPERATIONAL EFFICIENCY & SYNERGY

By combining manufacturing facilities and resources, G&A & COGS would be reduced by approximately \$2M over the first two years.



INCREASED REVENUE AND PROFIT

Top line revenue and bottom line profit will increase as a result of leveraged opportunities and combined efficiencies.



INCREASED HARD ASSETS AND ENTERPRISE

Per Naturo's latest independent estimate pricing report as of February 2020, Naturo's assets and enterprise value is between \$38M-\$42M.*

STRONGER TOGETHER



US RECREATIONAL CANNABIS SALES CHANNEL

BevCanna's reciprocal U.S distribution agreement with Keef Brands - a U.S. based, award winning line of cannabis-infused drinks with sales of ~US\$12m/year. Available at 1,000+ dispensaries across 7 states, Keef presently ranks second in the U.S. in terms of units of cannabis beverages sold.



PURE THERAPY

US & INTERNATIONAL, CBD & NUTRACEUTICAL DIRECT TO CONSUMER E-COMMERCE SALES CHANNEL

Bevcanna recently acquired Pure Therapy Oils - a U.S. based brand and direct to consumer e-commerce platform focused on the marketing and sale of hemp based CBD and natural products. Pure Therapy achieved unaudited calendar year 2019 gross revenues of ~C\$4.76m and a net profit of ~C\$.22m with 23,000 customers, the company is a perfect launch pad for nutraceuticals and new lines of CBD infused products into the U.S market.



CONSUMER PACKAGED GOODS CHANNEL

TRADITIONAL MASS MARKET RETAIL

Available at over 3,000 retail locations across Canada and online, Naturo's Trace Water brand achieved over \$1.5m in sales in 2019. New verticals including nutraceuticals and additional flavored waters are set to launch in 2021.



CANADIAN RECREATIONAL CANNABIS SALES CHANNEL

Bevcanna's cannabis licensed beverage manufacturing vertical will allow for regulated retail B2B and B2C sales and distribution channels.



SELLING NOW

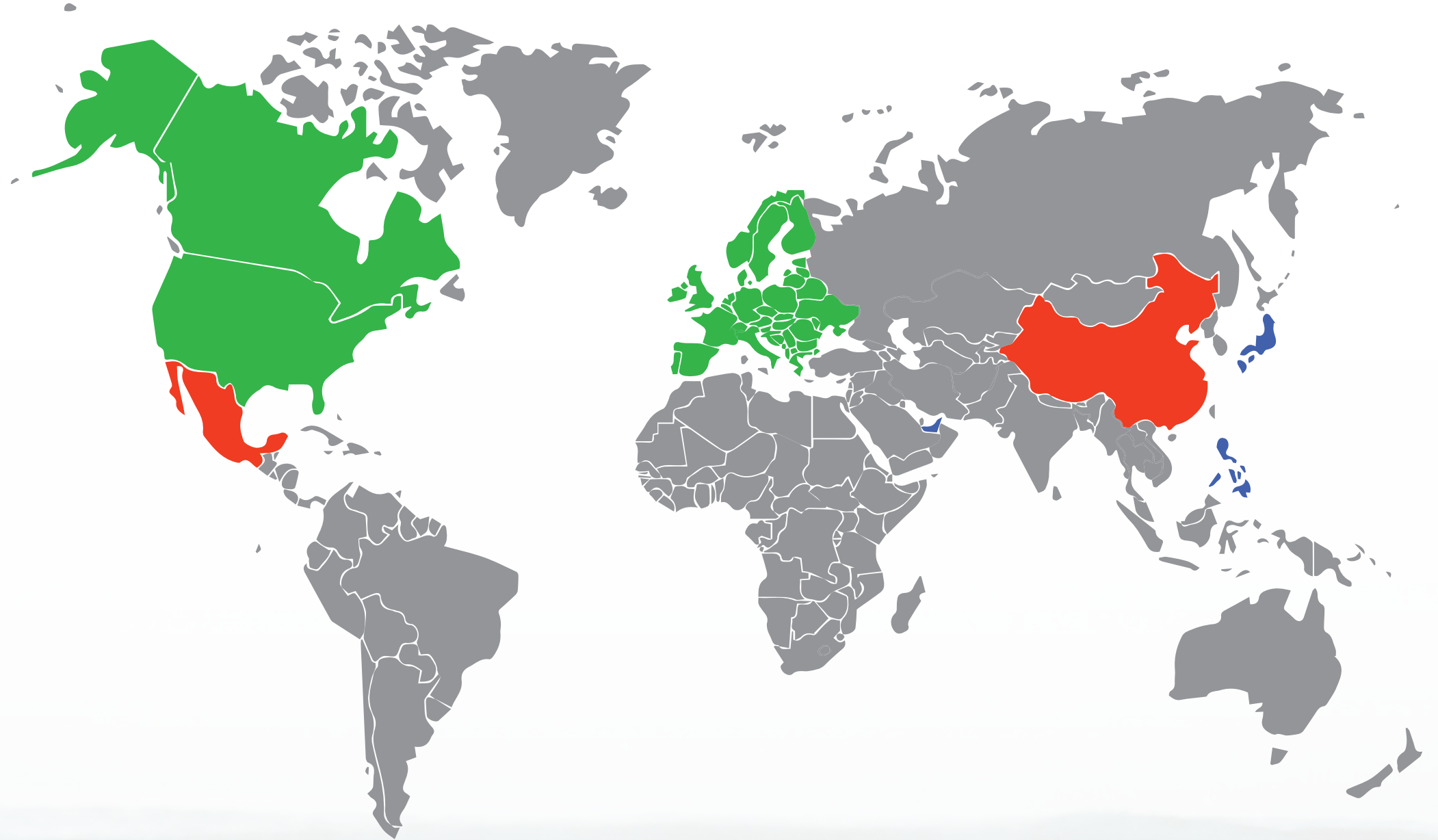
USA
CANADA
EUROPE

NEAR TERM

JAPAN
DUBAI
PHILIPPINES

LONG TERM

MEXICO
CHINA



SHARED RESOURCES, REDUCED MANAGEMENT COSTS

One executive team will be responsible for managing all combined entities, reducing costs and increasing profitability.



MARCELLO LEONE
CEO & Chairman of the Board



JOHN CAMPBELL
CFO + CSO



MARTINO CIAMBRELLI
President



KEITH DOLO
Executive Management Advisor



KEITH STRIDE
Executive Branding and
Marketing Advisor



MELISE PANETTA
Executive Sales and
Marketing Advisor



AREZOU AGHLARA
Head of QA



DUANE HARFMAN
Facility Manager

JUST ADD WATER – REMOVING BARRIERS TO ENTRY

Naturo Wellness Inc. would result in a fully licensed and integrated branded & white-label beverage manufacturing and consumer products distribution company, with a global multi-channel distribution network of traditional retail and cannabis sales channels, with the unique ability to produce PET, aluminum, standard and custom form factors, a strategic advantage for both in-house and white label business verticals. In addition, Naturo Wellness Inc. would boast a 40,000 sq. ft state of the art beverage manufacturing facility, with one of the world’s finest sources of alkaline spring water onsite, situated on 315-acres near Osoyoos, British Columbia.



BUSINESS PILLARS OF A MERGED ENTITY



B2B

Naturo Wellness's white label beverage manufacturing capabilities will include natural alkaline spring water, mineral infused, cannabinoid-infused, adaptogen, and nootropic beverages bottled at source.



B2C

Naturo Wellness's selection of consumer facing products will include alkaline spring water, fulvic & humic mineral water, cannabinoid infused beverages and consumer products, and nutraceutical capsules, powders, and liquids.



WHOLESALE

Naturo Wellness's proprietary fulvic & humic mixture can be exported to water companies around the world as they discover the potential of this rapidly growing wellness direction. In addition, raw fulvic & humic minerals are a rich source of crop nutrients that can be sold in bulk for agricultural purposes.

STRONGER TOGETHER

FULLY OWNED HOUSE BRANDS



TRACE™



NATURO
WELLNESS INC.

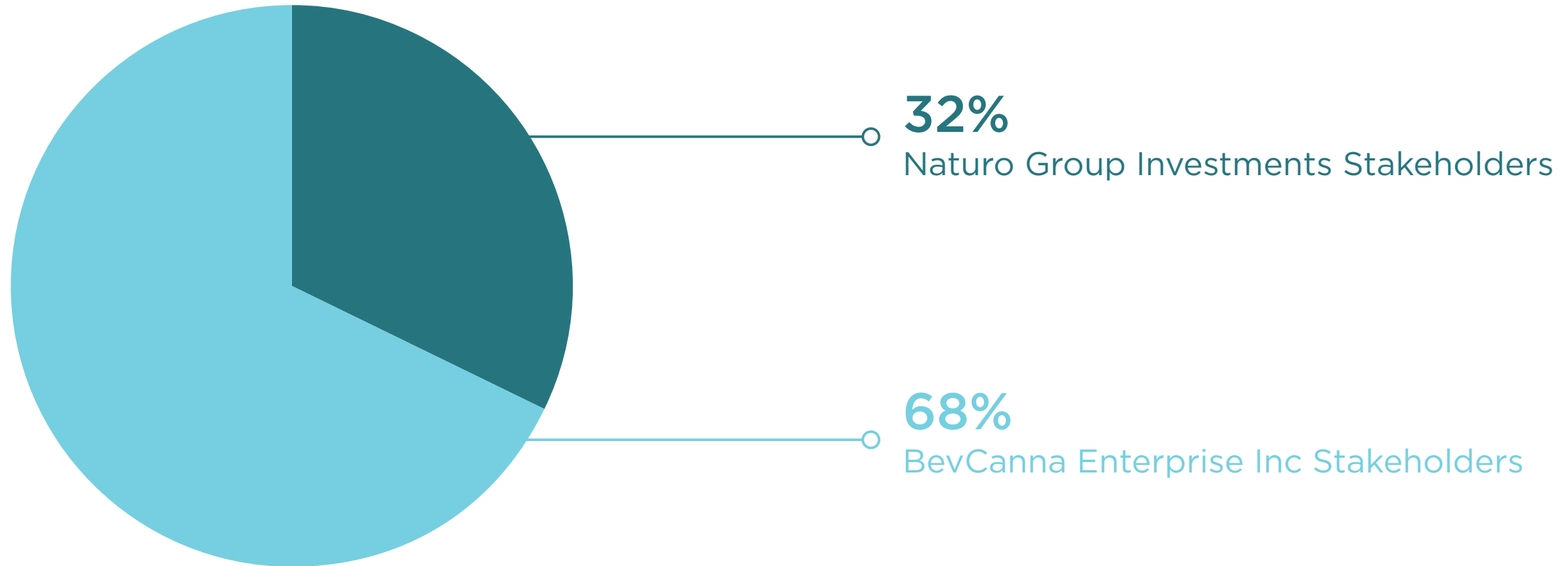
PARTNER BRANDS

BLOOM™

Keef



NATURO WELLNESS INC. MERGED ENTITY CAPITAL STRUCTURE



HEALTH AND WELLNESS PUBLICLY TRADED COMPARABLE

As of November 20th, 2020

	COMPANY	TICKER SYMBOL	MARKET CAP	SHARE PRICE	2021 EV/REV	2021 EBITDA	2022 EV/REV	2022 EBITDA
CANADA	Jamieson Wellness Inc.	JWELL:CA	\$1.4B	\$34.90	3.7x	16.1x	3.5x	15.2x
	Burcon Nutrascience Corporation	BU:CA	\$258M	\$2.43	104.5	N/A	16x	122.9
	Neptune Wellness Solutions	NEPT:TO	\$213M	\$1.66	3x	N/A	1.7x	22.4x
USA	New Age Inc.	NBEV:OTCBB	\$300M	US\$3.05	1x	16.7x	0.9x	15.3x
	cbdMD Inc.	YCBD:NYSE	\$129M	US\$2.48	2.6x	N/A	2.4x	N/A
OVERALL AVERAGE:					2021 EV/REV	2021 EV/EBITDA	2022 EV/REV	2022EV/EBITDA
					2.6X*	16.4X**	2.1X*	17.6X***

* Excludes BU.

** Excludes BU, NEPT, YCBD

*** Excludes BU, YCBD



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WELLNESS INC.

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THANK YOU