BEVCANNA ENTERPRISES INC.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the nine months ended September 30, 2020 and 2019

Prepared as of November 30, 2020

INTRODUCTION

The following interim management's discussion and analysis ("**MD&A**") is a review of operations, current financial position and outlook for Bevcanna Enterprises Inc. (the "**Company**") and should be read in conjunction with the Company's unaudited consolidated financial statements for the six months ended June 30, 2020 and notes thereto. The Company prepares its financial statements in accordance with International Financial Reporting Standards ("**IFRS**").

As used in this MD&A and unless otherwise indicated, the terms "we", "us", "our", and "Company" refer to BevCanna Enterprises Inc. Unless otherwise specified, all dollar amounts are expressed in Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from such statements. The words "aim," "anticipate," "believe," "continue," "could," "expect," "intend," "likely", "may," "optimistic," "plan," "potential", "predict", "should," "would," and other similar expressions are intended to identify forward-looking statements. Forward-looking statements are based on material factors and assumptions made by our Company in light of management's experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate in the circumstances, including but not limited to:

- the Company's expectations regarding its consolidated revenue, expenses and operations;
- the Company's anticipated cash needs, its needs for additional financing;
- the Company's intention to develop its business and its operations;
- expectations with respect to future production costs and capacity;
- the grant and impact of any licence or supplemental licence to conduct activities with cannabis or any amendments thereof;
- expectations with respect to the future growth of its medical and/or adult-use recreational cannabis products;
- the Company's competitive position and the regulatory environment in which the Company operates;
- expectations with respect to the approval of the Company's licences; and
- expectations with respect to the Company's intended operations in California and the United States.

These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those indicated in these statements, including, but not limited to:

- the Company not being issued licences to cultivate and sell cannabis in a timely manner, or at all;
- uncertainty with respect to the legalization of cannabis-infused edibles and beverages in Canada;
- uncertainty with respect to the conflict between United States federal and state laws;
- uncertainty over whether a market will develop for the Company's products;
- the Company's limited operating history;
- potential or actual conflicts of interest;
- the risk the Company is unable to obtain additional financing to achieve its business objectives and execute its strategy on satisfactory terms, or at all;
- uncertainty about the Company's ability to continue as a going concern; and
- changes in general economic or political conditions.

The forward-looking statements contained in this MD&A reflect our views and assumptions only as of the date of this MD&A. The Company undertakes no obligation to update or revise any forward-looking statements after the date on which the statement is made, except as required by applicable laws, including the securities laws of Canada.

DESCRIPTION OF BUSINESS

The Company was incorporated under the BC *Business Corporations Act* on July 13, 2017 as Nutrivida Biotech Investments Inc. During the year ended December 31, 2019, the Company did not conduct any material commercial operations. Its principal business was the development and expansion of the business carried on by its wholly owned subsidiary BevCanna Operating Corp. ("**BevCanna Opco**"). BevCanna Opco has applied for licences (the "**Licences**") in respect of its Production Facility (as defined below) for the cultivation and sale of cannabis from Health Canada pursuant to the *Cannabis Act* (Canada), and is currently at the Review and Security Clearance Stage of the licensing process. The Company is also positioning itself for future growth now that Health Canada has expanded the legalization of cannabis into derivative products and beverages. The Company has secured a long-term lease for 295 acres of land and a 40,000 sq. ft. turn-key bottling facility with access to an underground aquifer located in Bridesville, British Columbia (the "**Production Facility**").

The Company has also entered into a joint development agreement (the "**JD Agreement**") with a California-based company to develop cannabis-based beverage formulations in California, where such products are permitted under state law. The agreement includes an option for the Company to acquire all of the intellectual property owned by the California company related to water-soluble cannabis powders and all of the intellectual property developed under the agreement. The Company has incorporated a subsidiary under the laws of the State of California to carry out the Company's operations in California and has a commitment to inject $1 million into this subsidiary following the exercise of its option.

The Company has applied for licences for processing and research under the Cannabis Act and a hemp cultivation licence under the Industrial Hemp Regulations in addition to the originally applied for Production Licence and Sales Licence. In May 2019, Health Canada issued the hemp cultivation licence to the Company. In August 2019, Health Canada issued the cannabis research licence to the Company.

The Company is currently focusing on the development of its product branding, the identification and evaluation of potential joint venture and business opportunities, and formalizing agreements in respect of such opportunities where the Company believes it to be appropriate. Once the Company has been granted the Licences, it will begin the business of growing, cultivating and processing cannabis, and when permitted in accordance with applicable laws and regulations, it intends to position itself as a vertically integrated white label manufacturing partner and supplier of premium alkaline spring water for infused cannabis beverages. The Company will formulate, develop and launch infused beverage brands through licensing agreements and joint ventures with other licensed producers of cannabis and entities with expertise in desired areas. The Company also intends to launch its own house brands infused with cannabidiol which have a health and wellness focus. In the event that the Company is not granted the Licences as expected, or the grant of the Licences is delayed, the Company will focus on expanding its operations in the United States, as permitted by applicable state laws.

On June 28, 2019, the common shares of the Company were approved for listing on the Canadian Securities Exchange ("CSE").

On July 2, 2019, the Company's common shares commenced trading on the CSE under the symbol "BEV".

OVERALL PERFORMANCE

The Company has not yet achieved profitable operations.

The Company is at an early stage in its development. The Company's future performance depends on, among other things, its ability to: (i) complete the planned expansion of the Production Facility using the funds available; (ii) obtain the Licence; (iii) achieve the milestones set out in the JD Agreement; and (iv) secure funding for the e-commerce platform growth.

On February 15, 2019, the Company entered into an exclusive supply agreement with Nextleaf Solutions Ltd. (CSE: OILS, OTCQB: OILFF, FSE: L0MA) ("Nextleaf"), which owns a portfolio of 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 an 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 (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.

On April 1, 2019, the Company entered into the JD Agreement to develop cannabis-infused beverages in California. The Company is committed to provide funding of up to US$500,000. As of December 31, 2019, US$507,330 has been funded. The Company has an irrevocable and exclusive right and option to purchase and acquire any or all of the right title and interest in and to other party of the JD Agreement and/or its assets and the other party's intellectual property ("Option"). The option is exercisable through the issuance of common shares and released on performance milestones being met as follows:

- US$1,000,000 on the launch of a powdered drink line within 3 months;
- US$1,000,000 on the launch of a line of water drinks within 9 months;
- US$1,400,000 on attainment of US$7,500,000 in revenues;
- US$1,400,000 on attainment of US$16,500,000 in revenue.

Upon exercise of the option, the Company will commit to inject an additional US$1,000,000 to support the working capital needs of the JD Agreement.

On May 1, 2019, the Company entered into a brand management services agreement with an arm's length party pursuant to which the Company issued 100,000 common shares to at a deemed price of $1.00 per common share and agreed to pay $8,000 per month for a term of twelve months for brand management services, which may be payable in cash, common shares or a combination of cash and common shares. The agreement is suspended as of January 31, 2020.

On May 1, 2019, the Company entered into a marketing services agreement with an arm's length party pursuant to which the Company issued 300,000 common shares at a deemed price $1.00 per common share and agreed to pay $35,000 per month for a term of twelve months for marketing services. The agreement is suspended as of January 31, 2020.

On September 16, 2019, the Company entered into a definitive agreement with Clearwater CannGrow Inc. (“Clearwater”) to grow certified organic sun-grown cannabis on an aggregate 130-acre plot of land on the Company’s allocated property (the “Property”) near Osoyoos, BC. For the full details of this agreement, please refer to the Company’s news release dated September 17, 2019.

On October 3, 2019, the Company announced the signing of a definitive agreement with Higharchy Ventures Ltd., a private company incorporated under the laws of the Province of British Columbia (“Higharchy”), to develop, manufacture and launch a portfolio of cannabis beverage brands for distribution in Canada through Higharchy’s growing retail cannabis network.

On January 15, 2020, the Company announced the acquisition of Carmanah Craft Corp. (“Carmanah”). The acquisition provided the Company access to outdoor specific genetics and strains 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. For the full details of this acquisition, please refer to the Company’s news release dated January 15, 2020.

On February 12, 2020, the Company amended the consultant agreement with Clearwater and issued 1,000,000 common shares at a price of $0.50 to the contractor for the service in respect of the outdoor cultivation of Cannabis plants exclusively to the Company. The exclusive agreement with Clearwater will assist the Company to more than double its potential cannabis biomass output. For the full details of this agreement, please refer to the Company’s news release dated February 13, 2020. The agreement is suspended as of April 7, 2020.

On February 14, 2020, the Company entered into an amended second lease agreement with Naturo allowing the Company an increased area of the premises for permitted use from 5,500 sq. ft. to 12,289 sq. ft. for the remaining term of the lease. The Company agreed to pay $1,253,400 for the additional space and displacement fee to Naturo. $600,000 was paid in cash in the year ended December 31, 2019. On March 6, 2020, the Company issued 1,537,411 common shares at a price of $0.425 per share for the balance of the displacement fee. For the full details of this agreement, please refer to the Company’s news release dated February 18, 2020.

On Feb 17, 2020, the Company announced the signing of a definitive joint venture agreement with Thoughtful Brands Inc. (CSE:TBI) (Previously Mota Ventures Corp. (CSE:MOTA, FSE:1WZ:GR, OTC:PEMTF) (“Mota”)), an established eCommerce, direct to consumer provider of a wide range of CBD products in the United States and Europe, to exclusively distribute the Company’s hemp-derived CBD products in the European market.

On April 3, 2020, the Company entered into a marketing and investor relations agreement with Aktiencheck.de (“Aktiencheck”), to provide corporate branding, marketing, online corporate communications and investor relations services for a term of one month for total cash consideration of €50,000 upon entry into the agreement.

On April 30, 2020, the Company entered into an exclusive license agreement with CanCore Concepts Inc., (“Licensor”), a Colorado corporation whereby granting exclusive rights to the Company using Intellectual Property of the Licensor including name, logo and artwork. The Company will also obtain the license to use the intellectual property to manufacture and sell Licensed Products in Canada. The initial term of the agreement is three years and the Company will pay the Licensor through an exclusive purchase of Goods under the Sale of Goods Agreement. As part of the contract, the Company is also committed to invest US$150,000 in Serovita Holding Corp. (“Serovita”) pursuant to convertible debentures as follows:

- US$50,000 to be paid, in two payments: US$25,000 by April 30 and US$25,000 by May 15, 2020
- US$50,000 by May 31, 2020
- US$50,000 by June 30, 2020

As of September 30, 2020, US$50,000 has been funded and US$100,000 remains to fund. The Company is negotiating to arrange for share-based payment on the remaining balance to funding. The payment arrangement is extended to Q4 2020.

On May 12, 2020, the Company announced the signing of a definitive agreement with Capna Intellectual, Inc. (“Capna”), a corporation based in Los Angeles, specializes in developing consumer packaged goods for the cannabis market and created the best known Bloom brand now sold in five States: California, Nevada, Washington, New Mexico, and Oklahoma. The Company will manufacture and sell Bloom branded products, including cannabis concentrates and extracts, in Canada.

On June 17, 2020, the Company announced the acquisition of Exceler Holdings Ltd. (“Exceler”). The acquisition provided the Company access to the European distribution network with significant number of distribution points across Europe and Asia. The acquisition is intended to quickly accelerate the Company’s expansion into the EU market. For the full details of this acquisition, please refer to the Company’s news release dated June 17, 2020.

On July 29, 2020, the Company announced the signing of a definitive agreement with Argentia Gold Corp. (“Argentia”), a Maritime-based licensed cannabis producer, to exclusively represent the Company’s line of cannabis-infused beverages in Newfoundland, PEI and New Brunswick. The Company will obtain the supply chain, distribution and sales infrastructure and services in these three Maritime provinces and pay Argentia a service fee of 15 percent, with up to an additional 5 percent bonus based upon achievement of mutually agreed sales milestones.

On September 4, 2020, the Company announced the acquisition of Naturally Pure Therapy Products Corp. (“Naturally Pure Therapy”). The acquisition of Naturally Pure Therapy will provide the Company a proven e-commerce brand and platform to further expand and launch its own propriety products directly into the global health and wellness market.

On October 9, 2020, the Company announced the generating of first revenue since inception. Through its newly acquired wholly-owned subsidiary, Naturally Pure Therapy, has generated $1.53 million unaudited gross revenue over the first nine months of 2020 and has acquired more than 3,000 new customers over the same period. The acquisition will provide the Company with a steady and growing revenue stream.

On November 13, 2020, the Company announced the proposed completion of a non-brokered private placement of up to 10 million units at a price of $0.50 per unit to raise gross proceeds of up to $5 million. The proceeds of the offering will be used to provide working capital support for:

- Expansion of the Company’s Canadian cannabis operations in anticipation of receipt of its Health Canada issued Standard Processing License, and the subsequent commercialization of the Company’s house brand and white-label client products throughout Canada
- Continued growth of Naturally Pure Therapy, the Company’s nutraceutical and hemp-CBD e-commerce platform
- Progression of the Company’s retail commercialization strategy for its house brand beverages
- Evaluation of prospective M&A opportunities

Each Unit consist of one common share of the Company and one share purchase warrant, exercisable at $0.75 per share for a period of 2 years.

On November 24, 2020, the Company entered into a letter of intent (the “LOI”) with Naturo whereby the Company will acquired all of the issued and outstanding securities of Naturo for 50,000,000 BevCanna common shares at $0.40 per share. Upon completion of the acquisition, Naturo will become a wholly-owned subsidiary of the Company. The LOI will be replaced by a definitive agreement on or before January 22, 2021.

Management Changes

On January 27, 2020, the Company’s Board of Directors appointed John Campbell as the new Chief Financial Officer and corporate secretary of the company, filled the vacancy left by Oleg Scherbina, who resigned on January 31, 2020. Mr. Campbell has been with the Company since November 2018 as Chief Strategy Officer and director.

On February 24, 2020, Camilo Lyon resigned as a director due to a conflict of interest with his new position with investment banking firm, BTIG.

On July 27, 2020, the Company's Board of Directors appointed Douglas Mason as and independent advisor to the board. Mr. Mason is well-known for his nearly twenty years leading the iconic Canadian premium Beverage Company Ltd. (NASDAQ:CCBC).

On August 11, 2020, the Company's Board of Directors appointed Adam Clarke as an independent advisor to the board. Mr. Clarke is an expert in the planning and design of cannabis and hemp cultivation and processing facilities and operations. Mr. Clarke is also an expert and will advise the Company on ensuring compliance with Health Canada and EU GMP reporting requirements for its operations.

On October 28, 2020, the Company's Board of Directors appointed Donald Wood as an independent advisor to the board. Mr. Wood is a former Canadian President and CEO of Arrowhead Water Products Ltd. and current corporate consultant focused on the bottled water market. Mr. Wood's specialized expertise in facilitating acquisitions within the bottled water sector will assist the Company accelerating its expansion plans and build partnerships both domestically and internationally.

OUTLOOK

The Company's business objectives for the upcoming nine months include:

- Approval of standard processing license by Health Canada (final evidence package submitted to Health Canada on June 22, 2020)
- entry into multiple LOIs with Canadian Licensed Producers for white-label manufacturing of cannabis-infused beverages for initial clients for the Canadian market;
- refinement and roll-out of the Company's in-house brand concepts for both the Canadian and United States markets, including Anarchist Mountain Beverages, the Company's first brand, which is inspired by the site of the Company's bottling operations; and

As disclosed in the Company's prospectus dated June 20, 2019, available under the Company's SEDAR profile at www.sedar.com, the Company also announces that it has entered into an exclusive master lease and services agreement with a beverage manufacturer - Naturo Springs. The agreement includes exclusive access to Naturo Springs's alkaline spring water aquifer, from which the Company will source water to infuse with CBD and THC for its cannabis-infused beverage products. The partnership also enables the Company to cultivate its own sun-grown cannabis biomass, through the lease of 295 acres from Naturo Springs. BevCanna was recently awarded a hemp cultivation license from Health Canada.

In addition to providing access to these on-site resources, Naturo Springs has agreed to allocate its 40,000-square foot HACCP-approved bottling facility and warehouse for the Company's exclusive use. A Standard Processing License has already been applied for on the existing facility and the Company is in the final evidence submission stage.

Naturo Springs has also obtained pre-approval from the Agricultural Land Commission to expand the facility up to 170,000 square feet, to be used for the Company's future growth strategy. The bottling plant's current capacity is 72 million bottles per shift/per annum.

SELECTED FINANCIAL INFORMATION

	Nine months ended September 30, 2020 (Unaudited) ($)	Year ended December 31, 2019 (Audited) ($)
Total revenues	94,010	-
Loss for the period	(5,483,867)	(10,191,987)
Total Assets	27,286,219	16,236,677
Total Liabilities	2,895,994	2,729,984
Shareholder's Equity	24,390,225	13,506,693
Loss per share (basic and diluted)	0.08	0.22

Statements of Financial Position	Nine months ended September 30, 2020 (Unaudited) ($)	Year ended December 31, 2019 (Audited) ($)
Assets		
Current assets	723,180	1,195,471
Total Assets	27,286,219	16,236,677
Liabilities		
Current liabilities	2,284,788	2,099,984
Total liabilities	2,895,994	2,729,984
Total Shareholders' Equity	24,390,225	13,506,693
Total Liabilities and Shareholders' Equity	27,286,219	16,236,677

DISCUSSION OF OPERATIONS

Three months ended September 30, 2020

Revenue

For the three months ended September 30, 2020, the Company generated revenue through its newly acquired e-commerce platform subsidiary since September 4, 2020. The cost of products and services is mainly comprised of the traffic fees of $95,362 to direct customers to the platform. The cost of products and services is expected to reduce in proportion to the total revenues as the e-commerce business scales.

	Three months ended September 30, 2020 (Unaudited) ($)	Three months ended September 30, 2019 (Audited) ($)
Total revenues	94,010	-
Cost of products and services	134,290	-
Gross Profit (loss)	(40,280)	-

Net Loss

For the three months ended September 30, 2020, the Company recorded expenses of $1,857,398, realized and unrealized loss on marketable securities of $20,887, gain on debt settlement of $91,235 and foreign exchange gain of $3,851, which resulted in a net loss of $1,783,199 during the three months ended September 30, 2020. The main factors that contributed to the loss in the period were share-based compensation of $671,265, investors relations expenses of $679,244, wage expenses of $53,712, amortization expenses of $314,311, and management fees of $60,000. Management anticipates that the Company will incur expenses in subsequent periods as a result of expenses associated with being a reporting issuer listed on a stock exchange, and expenses anticipated to be incurred in connection with the expansion of the Production Facility and announced definitive agreements.

<u>*Nine months ended September 30, 2020*</u>
Revenue

For the nine months ended September 30, 2020, the Company generated revenue through its newly acquired e-commerce platform subsidiary since September 4, 2020. The cost of products and services is mainly comprised of the traffic fees of $95,362 to direct customers to the platform. The cost of products and services is expected to reduce in proportion to the total revenues as the e-commerce business scales.

	Nine months ended September 30, 2020 (Unaudited) ($)	**Nine months ended September 30, 2019 (Audited) ($)**
Total revenues	94,010	-
Cost of products and services	134,290	-
Gross Profit (loss)	(40,280)	-

Net Loss

For the nine months ended September 30, 2020, the Company recorded expenses of $5,299,287 and realized and unrealized loss on marketable securities of $106,704, loss on acquisition of $207,353, gain on debt settlement of $170,446 and foreign exchange loss of $689, which resulted in a net loss of $5,443,587 during the nine months ended September 30, 2020. The main factors that contributed to the loss in the period were share-based compensation of $1,644,095, professional and consulting fees of $652,505, investor relations expenses of $720,437, wage expenses of $236,572, amortization expenses of $942,899, research and development expenses of $165,698, legal expenses $419,242, marketing expenses of $120,392 and management fees of $195,500. Management anticipates that the Company will incur expenses in subsequent periods as a result of expenses associated with being a reporting issuer listed on a stock exchange, and expenses anticipated to be incurred in connection with the expansion of the Production Facility and announced definitive agreements.

Assets

The Company's assets as at September 30, 2020 were $27,286,219, consisting primarily of lease and manufacturing agreements with a related party valued at $9,544,223, property and equipment at $6,314,956, intangible assets acquired from acquisition of $6,191,525, goodwill recognized from acquisition of $4,512,335 and prepaid expenses and deposits of $673,329.

Liabilities

The Company's current liabilities as at September 30, 2020 were $2,284,788 comprised of $1,992,841 in trade payables and accrued liabilities and $291,947 due to related parties. As at September 30, 2020, the Company has long-term liabilities of $611,206 comprised of convertible debentures.

SUMMARY OF QUARTERLY RESULTS

The following table provides a summary of the previous eight quarters of the Company's financial performance.

	Q3 2020	Q2 2020	Q1 2020	Q4 2019
Total revenues	94,010	-	-	-
Loss for the period	(1,823,479)	(1,442,714)	(2,217,674)	(3,473,263)
Loss per share (basic and diluted)	(0.03)	(0.03)	(0.04)	(0.08)
	Q3 2019	**Q2 2019**	**Q1 2019**	**Q4 2018**
Total revenues	-	-	-	-
Loss for the period	(2,903,205)	(1,787,792)	(2,027,727)	(3,657,516)
Loss per share (basic and diluted)	(0.06)	(0.04)	(0.05)	(0.09)

LIQUIDITY AND CAPITAL RESOURCES

Working Capital

As at September 30, 2020, the Company had working capital of deficit of $1,561,608. For 2020, management intends to continue to diligently monitor and adjust the capital budget based on expected cash flow from capital raising and debt issuance, and as such management believes the Company has sufficient resources to fund its 2020 operations and expansion plan.

Cash used in Operating Activities

During the nine months ended September 30, 2020, the Company had cash used in Operating Activities of $1,414,652.

Cash used in Investing Activities

During the nine months ended September 30, 2020, the Company had cash provided by Investing Activities of $679,311 comprised of $65,834 for the refund of property and equipment, the proceeds from the sale of marketable securities of $42,273, cash acquired from acquisition of Carmanah of $300,000 and cash acquired from acquisition of Naturally Pure Therapy of $271,204.

Cash provided by Financing Activities

During the nine months ended September 30, 2020, the Company received a net of $695,726 in cash from Financing Activities comprised of $473,700 from issuance of shares, $115,500 from subscriptions received for issuance of shares, $149,490 from the proceeds from options exercised, less share issuance cost of $42,964.

Future Capital Requirements

The Company will need to continue to raise capital, as the Company expects its costs will increase due to the expansion of the Production Facility and the start of production, as well as the commitments for the Keef Agreement. The Company's future capital requirements will depend upon many factors including, without limitation, the granting of the Licences by Health Canada. The Company has limited capital resources and has to rely upon the sale of equity securities for cash required for expansion and production purposes, for acquisitions and to fund the administration of the Company. Although the Company started to generate revenue through its subsidiary this quarter, the subsidiary is not at the stage where it is able to self-funded and it must continue to rely upon the sales of its equity and debt securities to raise capital, which would result in further dilution to the shareholders. There is no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company or at all.

OFF-BALANCE SHEET ARRANGEMENTS

The Company did not enter into any off-balance sheet arrangements as at September 30, 2020 or as of the date of this report.

TRANSACTIONS BETWEEN RELATED PARTIES

During the three months ended September 30, 2020, the Company incurred management fees of $60,000 from certain directors and officers of the Company.

As at September 30, 2020, the following is owed to related parties, which are non-interest bearing, unsecured and due on demand:

- $44,250 (December 31, 2019 - $22,331) for services provided by the Chief Strategy Officer of the Company (“CSO”).
- $291,947 (December 31, 2019 - $66,728) from amounts owing for products and services provided by a company owned by the President and the Chief Executive Officer (“CEO”) of the Company.
- $7,500 (December 31, 2019 - $nil) for services provided by the President of the Company.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Accounting Policies Adopted by the Company

IFRS 16 Leases

IFRS 16 "Leases" ("IFRS 16") was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 replaces IAS 17 "Leases" ("IAS 17"), International Financial Reporting Interpretations Committee ("IFRIC") 4 "Determining Whether an Arrangement Contains a Lease" ("IFRIC 4"), Standards Interpretation Committee ("SIC") 15 "Operating Leases - Incentives", and SIC 27 "Evaluating the Substance of Transactions Involving the Legal Form of a Lease".

IFRS 16 sets out the principles for the recognition, measurement, presentation, and disclosure of leases which requires lessees to account for operating leases under a single on-balance sheet model in a manner similar to the previous accounting for finance leases under IAS 17. At the commencement date of a lease, a lessee recognizes a liability to make lease payments and a right-of-use asset ("ROU asset") representing the right to use the underlying asset during the lease term.

The adoption of the IFRS 16 has had no material impact on the Company’s consolidated financial statements, as the Company currently has limited exposure to leases.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 – Revenue from contracts with customers (“IFRS 15”) specifies how and when revenue should be recognized on a five-step model, which is applied to all contracts with customers. The pattern and timing of revenue recognition is consistent with prior year practice. The Company’s accounting policy for revenue recognition under IFRS 15 is to follow a five-step model to determine the amount and timing of revenue to be recognized:

1. Identify the contracts with customers
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when the entity satisfies a performance obligation

In some cases, judgement is required in determining whether the customer is a business or the end consumer. This evaluation is made on the basis of whether the business obtains control of the product before transferring to the end consumer. Control of the product transfers at a point in time either upon shipment to or receipt by the customer, depending on the contractual terms. In determining the appropriate time of sale, the Company takes into consideration a) the Company's right to payment for the goods or services; b) customer's legal title; c) transfer of physical possession of the goods; and d) timing of acceptance of goods.

Revenue is recognized based on the sale of naturally health and hemp-based cannabidiol products for a pre-determined price less discounts when control is transferred. The amount recognized reflects the consideration that the Company expects to receive taking into account any variation that is expected to result from rights of return.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, accounts payables and accrued liabilities. The fair value of the Company's amounts receivable and accounts payable and accrued liabilities approximate their carrying value, which is the amount recorded on the statement of financial position, due to their short terms to maturity. The Company's cash is measured at fair value, under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk as the receivable balance is nil.

Liquidity risk

The Company's approach to managing liquidity risk is to raise capital as required to meet liabilities when due. As at September 30, 2020, the Company had a cash balance of $49,368 to settle current liabilities of $2,284,788. Subsequent to the nine months ended September 30, 2020, the Company has completed share for debt transactions to settle debt for a total of $622,433 with various vendors, consultants and related parties. Subsequent to the nine months ended September 30, 2020, the Company also received $816,910 from options exercised. The Company believes it can continue to raise capital as required to fund its operations and expansion.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, equity prices, input costs and product prices. Cannabis is part of a developing market, likely subject to volatile and possibly declining prices year over year, as a result of increased competition. Because cannabis is a newly commercialized and regulated industry, historical price data is either not available or not predictive of future price levels.

Legal and regulatory risk

The Company's business must be evaluated in light of the problems, delays, uncertainties and complications encountered in the process of license application from Health Canada and establishing as a beverage producer of cannabidiol ("CBD") and tetrahydrocannabinol ("THC") post licensed period.

Any failure to successfully develop and obtain regulatory approval for products would have a material adverse effect of the Company's business, financial condition and results of operations.

The Company's participation in the cannabis industry may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by various stakeholders. Litigation, complaints, and enforcement actions involving the Company could consume considerable amounts of financial and other corporate resources, which could have an adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2020, the Company did not have any significant interest rate risk as the interest-bearing convertible debentures has a fixed interest rate.

DISCLOSURE OF OUTSTANDING SECURITY DATA

The Company has one class of shares outstanding, being common shares. As of the date of this report, 106,291,997 common shares were issued and outstanding as fully paid and non-assessable shares.

As of the date of this report, the Company had 8,212,667 options to acquire common shares issued and outstanding exercisable at a price of $0.40 per common share.

As of the date of this report, the Company had 4,000,000 common share purchase warrants outstanding exercisable at a price of $0.50 per common share and 844,800 common share purchase warrants outstanding exercisable at a price of $0.40 per common share.

SUBSEQUENT EVENTS

Subsequent to the period ended September 30, 2020, the Company repaid $212,000 balance owing to Naturo.

On October 5, 2020, the Company entered into a general service agreement with a contractor to provide marketing services for $1,600 per month. The contract is recurring monthly until it is terminated.

On October 6, 2020, the Company granted 100,000 stock options to purchase up to 100,000 common shares of the Company to a consultant. Each option vests immediately upon the grant and is exercisable for a period of 2 years from the date of grant at a price of $0.30 per common share.

On October 6, 2020, the Company completed a non-brokered private placement of $115,500 for 462,000 units of the Company. Each unit consists of one common share of the Company and one non-transferable common share purchase warrant, exercisable at $0.30 per warrant and expired in one year from date of closing. The subscriptions funds was received on September 28, 2020.

On October 8, 2020, the Company entered into an independent consultant agreement with a consultant to provide corporate advisory services and assist business development. The terms is for ten months and the Company paid $70,000 as one time bonus and will pay $3,000 monthly fee.

On October 23, 2020, the Company completed shares for debt settlement with various consultants and vendors in the amount of $541,856 by issuing 2,167,425 common shares at a price of $0.25.

On October 23, 2020, the Company completed a non-brokered private placement of $250,000 for 1,000,000 units of the Company. Each unit consists of one common share of the Company and one-half of one transferable common share purchase warrant, exercisable at $0.40 per warrant and expired in two years from date of closing.

On November 10, 2020, the Company entered into an independent consulting agreement with a consultant to provide executive advisory services and lead revenue and profit generation for the Company from consumer products and B2B beverage co-packing business. The Company will pay $10,000 monthly in cash and $6,667 monthly, which may be settled as a shares-for-debt transaction in common shares of the Company. The Company also granted 600,000 stock options to purchase up to 600,000 common shares of the Company to the consultant. The option vests based on certain conditions:

- o 300,000 options vest 25% per quarter, exercisable at $0.40 per share for a term of 2 years
- o The remaining 300,000 options will vest based upon achieving the following milestones:
  - 100,000 options vest upon successfully commercializing Keef in Canada
  - 100,000 options vest upon successfully commercializing Cali-Bloom in Canada;
  - 100,000 options vest upon successfully executing on 3 white-label client manufacturing agreements.

On November 20, 2020, the Company completed shares for debt settlement with various consultants and vendors in the amount of $80,577 by issuing 230,221 common shares at a price of $0.35.

On November 20, 2020, the Company granted 7,800,000 stock options to purchase up to 7,800,000 common shares of the Company to various directors, officers, consultants and vendors. Each option vests immediately upon the grant and is exercisable for a period of 1 year from the date of grant at a price of $0.40 per common share.

On November 24, 2020, the Company entered into a letter of intent (the “LOI”) with Naturo whereby the Company will acquired all of the issued and outstanding securities of Naturo for 50,000,000 BevCanna common shares at $0.40 per share. Upon completion of the acquisition, Naturo will become a wholly-owned subsidiary of the Company. The LOI will be replaced by a definitive agreement on or before January 22, 2021.

Subsequent to the period ended September 30, 2020, a total of 2,550,000 stock options were exercised for gross proceeds of $816,910 in exchange for the issuance of 2,550,000.

Since December 31, 2019, the outbreak of the coronavirus, also known as “COVID-19,” has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company’s business activities. The extent to which the coronavirus may impact the Company’s business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. The effect that these events will have such as the ability for the Company to raise capital, the Company cannot determine their financial impact at this time.

OTHER MD&A REQUIREMENTS

Additional information related to the Company can be found on SEDAR at www.sedar.com.