

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

BevCanna Enterprises Inc. (the “**Company**”)
PO Box 34061 Vancouver D CSC
Vancouver, British Columbia V6J 4M1

Item 2 Date of Material Change

January 26, 2021.

Item 3 News Release

The news release dated January 26, 2021 was disseminated via Cision.

Item 4 Summary of Material Change

The Company announced that its application for a Standard Processing Licence (SPL) is in the final stages of the in-depth review with Health Canada.

Item 5 Full Description of Material Change.

5.1 Full Description of Material Change

The Company announced that its application for a Standard Processing Licence (SPL) is in the final stages of the in-depth review with Health Canada.

The Company is pleased to offer the following commentary to provide additional clarity and certainty with regard to the timing of the expected receipt of its Health Canada-issued Standard Processing License. The Company confirmed that Health Canada is in the final stages of the in-depth review and the Company expects receipt shortly. The Company submitted its formal responses to Health Canada’s Request for More Information (RMI) on January 12, 2021, and received confirmation of receipt from the Health Canada Assigned Reviewer on January 13, 2021. Health Canada confirmed that although the Company has experienced a short delay in Licence processing, final discussions in relation to the issuance of the Standard Processing Licence are now approaching completion.

The application is expected to advance to Health Canada’s Management Review Board for final sign-off and the Licence to be issued imminently. Once granted, the Company will be fully authorized to begin production of cannabis-infused products at its cutting-edge high-capacity beverage manufacturing facility in Osoyoos, B.C., and will begin production of its white-label products. Commercialization of its in-house brands through licensed Canadian retailers will begin in the first quarter.

The Company’s landmark acquisition of Naturo Group Investments Inc., including \$37M+ in assets, which is expected to close in February 2021, the Company’s Pure Therapy e-commerce

platform and the Company's strategic North American distribution partnership with U.S.-based Keef Brands form the other three pillars of the Company's transformative strategy.

The Company will soon assume the unique position of being the only fully licensed, in-house and white-label beverage manufacturing company that distributes both conventional and cannabis-based beverage and wellness products through global, multi-channel distribution networks of traditional and cannabis sales channels. The Company is actively engaged in negotiations to finalize definitive agreements with a number of new white-label clients and formalize distribution relationships with provincial distributors, while also focusing on commercial readiness for the Q1 and Q2 Canadian launches of their in-house brands, white-label products and Keef-branded product lines.

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

January 26, 2021.

BevCanna Addresses Progress on Health Canada Standard Processing Licence Issuance

Imminent receipt of licence will allow the Company to begin production and distribution of cannabis-infused beverages in Canada

VANCOUVER, BC, January 26, 2021. Emerging leader in infused cannabis beverages, [BevCanna Enterprises Inc. \(CSE:BEV, Q:BVNNF, FSE:7BC\)](#) (“**BevCanna**” or the “**Company**”) confirmed today that its application for a Standard Processing Licence (SPL) is in the final stages of the in-depth review with Health Canada.

BevCanna is pleased to offer the following commentary to provide additional clarity and certainty with regard to the timing of the expected receipt of its Health Canada-issued Standard Processing License. BevCanna confirmed that Health Canada is in the final stages of the in-depth review and the Company expects receipt shortly. The Company submitted its formal responses to Health Canada’s Request for More Information (RMI) on January 12, 2021, and received confirmation of receipt from the Health Canada Assigned Reviewer on January 13, 2021. Health Canada confirmed that although BevCanna has experienced a short delay in Licence processing, final discussions in relation to the issuance of the Standard Processing Licence are now approaching completion.

The application is expected to advance to Health Canada’s Management Review Board for final sign-off and the Licence to be issued imminently. Once granted, BevCanna will be fully authorized to begin production of cannabis-infused products at its cutting-edge high-capacity beverage manufacturing facility in Osoyoos, B.C., and will begin production of its white-label products. Commercialization of its in-house brands through licensed Canadian retailers will begin in the first quarter.

“We’ve very pleased that our Standard Processing Licence application is on track for imminent approval,” said Marcello Leone, CEO of BevCanna. “Receipt of our SPL is an important milestone for our Canadian production and distribution strategy. Producing and distributing high-quality cannabis-infused beverages in Canada, for both our in-house brands and our white-label clients, is a key pillar in our evolution into an all-encompassing health and wellness products company. We’re excited to take this next step.”

BevCanna’s landmark acquisition of Naturo Group Investments Inc., including \$37M+ in assets, which is expected to close in February 2021, the Company’s Pure Therapy e-commerce platform and BevCanna’s strategic North American distribution partnership with U.S.-based Keef Brands form the other three pillars of the Company’s transformative strategy.

BevCanna will soon assume the unique position of being the only fully licensed, in-house and white-label beverage manufacturing company that distributes both conventional and cannabis-based beverage and wellness products through global, multi-channel distribution networks of traditional and cannabis sales channels. The Company is actively engaged in negotiations to finalize definitive agreements with a number of new white-label clients and formalize distribution relationships with provincial distributors, while also focusing on commercial readiness for the Q1 and Q2 Canadian launches of their in-house brands, white-label products and Keef-branded product lines.

About BevCanna Enterprises Inc.

BevCanna Enterprises Inc. (CSE:BEV, OTCQB:BVNNF, FSE:7BC) develops and manufactures cannabis-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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Forward-Looking Information

This news 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: its application for a Standard Processing Licence, including the anticipated receipt and timing thereof; that once the licence is granted, BevCanna will be fully authorized to begin production of cannabis-infused products at its industry leading high-capacity beverage manufacturing facility and will begin production for its white-label clients and commercialization of its in-house brands through licensed Canadian retailers in the first quarter; the anticipated February 2021 close of BevCanna's landmark acquisition of Naturo Group Investments Inc., including \$37M+ in assets; that BevCanna is in negotiations to finalize definitive agreements with a number of new white-label clients and formalizing distribution relationships with provincial distributors, while also focusing on commercial readiness for the Q1 and Q2 Canadian launches of their in-house brands, white-label products and Keef-branded product lines; and other statements regarding the business plans of the Company.

Forward-looking statements are based on certain assumptions regarding the issuances of licenses by Health Canada to the Company under the Cannabis Act; future positive legislative, tax and regulatory developments 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; the closing of the Company's previously announced acquisition of Naturo Group Investments Inc.; 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 licences by Health Canada; that the parties may not be able to satisfy the conditions to closing of the acquisition of Naturo, including approval by the shareholders of one or both parties, as applicable; 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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