

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

BevCanna Enterprises Inc. (the “**Company**”)  
PO Box 33957 Vancouver D CSC  
Vancouver, BC, V6J 4L7

**Item 2 Date of Material Change**

May 17, 2021.

**Item 3 News Release**

The news release dated May 17, 2021 was disseminated via Cision.

**Item 4 Summary of Material Change**

The Company announced a co-packing agreement with Riviera Beverages, LLC (“**Riviera**”) of California.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

The Company announced a co-packing agreement with Riviera of California. Under the agreement, Riviera will manufacture the Company’s TRACE plant-based and hemp-derived CBD bottled beverages for the U.S. and international markets.

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**

May 17, 2021.

## BevCanna Signs Agreement with Leading U.S. Water Bottler, Riviera Beverages

*Agreement will jump-start the launch of TRACE plant-based mineral and hemp-derived CBD bottled beverages in the U.S. and internationally*

VANCOUVER, BC, May 17, 2021. Emerging leader in innovative health and wellness beverages and products, [BevCanna Enterprises Inc. \(CSE:BEV, Q:BVNNE, FSE:7BC\)](#) (“**BevCanna**” or the “**Company**”) announces today a co-packing agreement with Riviera Beverages, LLC (“Riviera”) of California. Under the agreement, Riviera will manufacture BevCanna’s TRACE plant-based and hemp-derived CBD bottled beverages for the U.S. and international markets.

BevCanna offers one of the most unique and diverse portfolios of beverages within the cannabis, and plant-based mineral categories. The partnership with Riviera accelerates the expansion of the Naturo Group portfolio of market-leading ancient organic mineral beverages, under the TRACE brand, into the U.S. market, along with BevCanna house brands.

Southern California-based Riviera is a leading manufacturer of bottled beverages throughout North America and internationally. Established in 2009, Riviera has more than 11 years of experience working with such well-known brands as Essentia (recently acquired by Nestlé, [SIX:NESN](#)), Waiakea and Aqua Hydrate. Riviera has multiple high-speed water-bottling lines capable of producing purified, spring, mineral enhanced, vitamin-enhanced, flavoured, alkaline and de-ionized waters. The facility is FDA-licensed and maintains superior manufacturing practices to ensure consumer safety, great taste and unmatched quality.

“This agreement with Riviera is a significant step forward in our strategy to penetrate the U.S. and international markets with our TRACE plant-based mineral, and hemp-derived CBD-infused beverages,” said Melise Panetta, President of BevCanna. “We’ve been actively seeking U.S. and international growth opportunities for this portfolio, and Riviera is an ideal partner to advance this strategy. Their expertise and capacity to produce high-quality bottled beverages is an excellent fit for us.”

With a plant capacity of 500,000 cases or 12 million bottles per month, Riviera is capable of producing a wholesale value of up to ~US\$150 million of BevCanna bottled beverages annually in its facility. This facility has been fitted with specialized equipment to infuse hemp extracts into bottled beverages. The actual volume of BevCanna products produced by Riviera will be based on demand for BevCanna’s products in the United States and internationally, through BevCanna’s e-commerce, retail, wholesale, and export sales channels. BevCanna expects the production to be a mix of products including its TRACE plant-based mineral, and hemp-derived CBD beverages for U.S and international markets such as Japan and/or the Philippines.

The recent additions of CPG veterans Raffael Kapusty and Bill Niarchos to the BevCanna team will play a critical role in the Company’s U.S. and international sales development. The two sales leaders are focused on scaling the points of distribution across the market and expanding the Company’s international CPG distribution network of U.S. big box retailers, independent natural products retailers, and international export opportunities such as Japan and/or the Philippines.

### **About BevCanna Enterprises Inc.**

[BevCanna Enterprises Inc. \(CSE:BEV, Q:BVNNE, FSE:7BC\)](#) is a diversified health & wellness beverage and natural products company. BevCanna develops and manufactures a range of plant-based and cannabinoid beverages and supplements for both in-house brands and white-label clients.

With decades of experience creating, manufacturing and distributing iconic brands that resonate with consumers on a global scale, the team demonstrates an expertise unmatched in the nutraceutical and cannabis-infused beverage categories. Based in British Columbia, Canada, BevCanna owns a pristine alkaline spring water aquifer and a world-class 40,000-square-foot, HACCP certified manufacturing facility, with a bottling capacity of up to 210M bottles annually. BevCanna’s extensive distribution network includes more than 3,000 points of retail distribution through its market-leading [TRACE](#) brand, its [Pure Therapy](#) natural health and wellness e-commerce platform, its fully licensed Canadian cannabis manufacturing and distribution network, and a partnership with #1 U.S. cannabis beverage company [Keef Brands](#).

**On behalf of the Board of Directors:**

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

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**Disclaimer for Forward-Looking Information**

This news release contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements in this news release include statements regarding: the agreement with Riviera and its terms and anticipated benefits; consumer preferences for cannabis products like beverages; the Company's plans for expansion into other jurisdictions; and other statements regarding the business plans of the Company. The forward-looking statements reflect management's current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking statements.

Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty. Factors that could cause actual results or events to differ materially from current expectations include, among other things: general market conditions; changes to consumer preferences; and volatility of commodity prices; and other factors beyond the control of the parties. 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.