

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 22, 2021.

Item 3 News Release

The news release dated May 22, 2021 was disseminated via Cision.

Item 4 Summary of Material Change

The Company announced that it has finalized an agreement with leading North American brand and sales management firm Benefit Holdings LLC, dba Benefit Brand Management. The contract will see Benefit distribute the Company’s TRACE line of products to a wide range of U.S. retailers, from independent natural and specialty retailers to national big box retailers, initially in New York, Chicago and California.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has finalized an agreement with leading North American brand and sales management firm Benefit Holdings LLC, dba Benefit Brand Management. The contract will see Benefit distribute the Company’s TRACE line of products to a wide range of U.S. retailers, from independent natural and specialty retailers to national big box retailers, initially in New York, Chicago and California.

The new partnership, which will be enacted through the Company’s previously announced agreement with leading U.S. water bottler Riviera Beverages, will accelerate the expansion of the Naturo Group portfolio of market-leading ancient organic mineral beverages, under the TRACE brand into the U.S. market.

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 25, 2021.

BevCanna Signs Agreement to Further Expand Distribution of TRACE Products through U.S. Independent and National Retailers

Deal with Benefit Brand Management, leading U.S. wholesaler of natural products will introduce the TRACE brand to a rapidly expanding demographic

VANCOUVER, BC, May 22, 2021. Emerging leader in innovative health and wellness beverages and products, [BevCanna Enterprises Inc. \(CSE:BEV, Q:BVNNE, FSE:7BC\)](#) (“BevCanna” or the “Company”) is pleased to announce that it has finalized an agreement with leading North American brand and sales management firm Benefit Holdings LLC, dba Benefit Brand Management. The contract will see Benefit distribute BevCanna’s TRACE line of products to a wide range of U.S. retailers, from independent natural and specialty retailers to national big box retailers, initially in New York, Chicago and California.

The new partnership, which will be enacted through BevCanna’s [previously announced agreement with leading U.S. water bottler Riviera Beverages](#), will accelerate the expansion of the Naturo Group portfolio of market-leading ancient organic mineral beverages, under the TRACE brand into the U.S. market.

“With demand for wellness-focused beverages rapidly increasing among U.S. consumers, this is the ideal time to introduce the TRACE brand to a whole new demographic,” said Melise Panetta, President of BevCanna. “We’re very excited to work with Benefit on launching the brand, capitalizing on their extensive network and detailed knowledge of the natural products retail landscape in the U.S.”

Benefit Brand Management has been active in the food and beverage space for more than 20 years, specializing in natural and organic products. Benefit has launched well-known brands such as Kimnori, the largest U.S. manufacturer of seaweed products, into more than 10,000 retailers, including Wholefoods, Walmart, Sprouts, Albertsons, LIDL and Dollar Tree. Benefit helped launch Cauli Crunch, a cauliflower-crumbs breading product, nationally at Whole Foods Market and is set to launch a number of new products at Whole Foods Global in the coming year.

Benefit has also launched a number of health-focused beverages into the U.S. market, including Hey Aloe, an organic aloe vera immunity beverage, in the Southern California and New York markets, Pulp Story Juice into the Los Angeles and Chicago markets, and Vibras Foods Organic Punch Beverages into the Los Angeles and New York markets.

[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. sales development and will work in tandem with Benefit. With a sales team and network of brokers that covers major markets and the greater U.S., Benefit works closely with independent natural and specialty retailers on both coasts. TRACE will also be integrated into the “Brands with Benefits” collection of better-for-you brands, which will initiate partnerships with DTC and B2B models.

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 Benefit and its terms and anticipated benefits; that it will accelerate the expansion of the Naturo Group portfolio of market-leading ancient organic mineral beverages, under the TRACE brand into the U.S. market; consumer preferences for wellness-focused beverages rapidly increasing among U.S. consumers; that recent additions to the BevCanna team will play a critical role in the Company's U.S. sales development and will work in tandem with Benefit; that TRACE will also be integrated into the "Brands with Benefits" collection of better-for-you brands, which will initiate partnerships with DTC and B2B models; 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.