

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

September 15, 2021.

Item 3 News Release

The news release dated September 15, 2021 was disseminated via Cision.

Item 4 Summary of Material Change

The Company announced that it has granted (the “**Grant**”) an aggregate of 2,500,000 stock options (each, an “**Option**”) to purchase up to 2,500,000 common shares of the Company to certain directors, officers, employees and consultants of the Company. The Options granted vest immediately upon the Grant and are exercisable for a period of 1 year from the date of Grant at a price of \$0.45 per common share. 750,000 of the Options and the common shares underlying such Options are subject to a hold period of four months and one day from the date of issuance.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced a Grant of an aggregate of 2,500,000 Options to purchase up to 2,500,000 common shares of the Company to certain directors, officers, employees and consultants of the Company. The Options granted vest immediately upon the Grant and are exercisable for a period of 1 year from the date of Grant at a price of \$0.45 per common share. 750,000 of the Options and the common shares underlying such Options are subject to a hold period of four months and one day from the date of issuance.

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

September 15, 2021.

BevCanna Announces Product Listings and Purchase Orders from British Columbia Liquor Distribution Branch

BevCanna's award-winning Keef Brand and State B Brand products will now be available in Canada's fourth largest market for cannabis

VANCOUVER, BC, September 15, 2021. Emerging leader in innovative health and wellness beverages and products, [BevCanna Enterprises Inc. \(CSE:BEV, Q:BVNNE, FSE:ZBC\)](#) (“**BevCanna**” or the “**Company**”) announces today multiple product listings and purchase orders from British Columbia Liquor Distribution Branch (BCLDB). The products are expected to ship in late September 2021.

The British Columbia Liquor Distribution Branch is Canada's fourth largest provincial distributor in cannabis sales and operates a province-wide retail and wholesale cannabis business within a mixed public/private retail model. Since opening its first BC Cannabis Store in Kamloops in October 2018, the BCLDB has become one of the largest retail chain operators in the province. It has a workforce of approximately 4,600 full- and part-time employees and contributes more than \$1 billion annually to the province, helping to provide financial support for vital public services such as health care and education.

The BCLDB has chosen to list the internationally popular *Bubba Kush Root Beer* and *Orange Kush Classic Soda* from #1 selling US beverage brand **Keef Brands**¹ for provincial and private retail distribution. These beverages are among the top ten selling cannabis beverages in Colorado and California. BevCanna is the exclusive manufacturer of Keef Brands products in Canada.

BevCanna is also excited to announce the premiere of local B.C. beverage brand **State B Cannabis Beverage Co.** for provincial and private retail distribution. Two State B beverages will be listed: *Sparkle* and *Resolve*. Launched by award winning B.C. master mixologist, sommelier and founder of Brujera Elixirs, Kelly Ann Woods, State B is also featured on the upcoming season of the hit show *Dragon's Den*. State B's beverages are exclusively manufactured in Canada through BevCanna's white-label program.

“As a local B.C.-based producer of high-quality cannabis-infused beverages, we're particularly excited to launch these award winning and highly anticipated products in our home province,” said Melise Panetta, President of BevCanna. “British Columbia consumers have been very eager to try out the internationally renowned Keef varieties and local State B products and we are pleased to be able to offer them.”

About BevCanna Enterprises Inc.

[BevCanna Enterprises Inc. \(CSE:BEV, Q:BVNNE, FSE:ZBC\)](#) is a diversified health & wellness beverage and natural products company. BevCanna develops and manufactures a range of alkaline, 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.

For media enquiries or interviews, please contact:

Wynn Theriault, Thirty Dash Communications Inc.
416-710-3370
wynn@thirtydash.ca

For investor enquiries, please contact:

Bryce Allen, BevCanna Enterprises Inc.
778-766-3744
bryce@bevcanna.com

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: that the products are expected to ship in September 2021; the products that will be available to British Columbia consumers and the timing thereof; 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.

The Company has granted (the "Grant") an aggregate of 2,500,000 stock options (each, an "Option") to purchase up to 2,500,000 common shares of the Company to certain directors, officers, employees and consultants of the Company. The Options granted vest immediately upon the Grant and are exercisable for a period of 1 year from the date of Grant at a price of \$0.45 per common share. 750,000 of the Options and the common shares underlying such Options are subject to a hold period of four months and one day from the date of issuance. None of the securities acquired in the Grant are subject to a hold period.

None of the securities acquired in the Grant will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.