

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

November 3, 2021.

Item 3 News Release

The news release dated November 3, 2021 was disseminated via Businesswire.

Item 4 Summary of Material Change

The Company announced that it has engaged international investor relations specialists MZ Group (“**MZ**”) to lead a comprehensive strategic investor relations and financial communications program across all key markets. The partnership with MZ represents an investment in the Company’s go-forward growth strategy as the Company rapidly accelerates their evolution into a diversified health and wellness company. This evolution includes the recently announced definitive agreement to acquire Embark Health, a leader in solventless cannabis extraction and enhanced delivery technology. Upon closing of the acquisition, two highly complementary businesses will combine to create an innovative health and wellness company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has engaged international investor relations specialists MZ to lead a comprehensive strategic investor relations and financial communications program across all key markets. The partnership with MZ represents an investment in the Company’s go-forward growth strategy as the Company rapidly accelerates their evolution into a diversified health and wellness company. This evolution includes the recently announced definitive agreement to acquire Embark Health, a leader in solventless cannabis extraction and enhanced delivery technology. Upon closing of the acquisition, two highly complementary businesses will combine to create an innovative health and wellness company.

MZ will work closely with the Company’s management to develop and implement a comprehensive capital markets strategy designed to increase the Company’s visibility throughout the investment community. The campaign will highlight the Company’s unique brand creation for the global health, wellness, and natural products markets by developing and manufacturing a range of alkaline, plant-based, and cannabinoid beverages and supplements for both in-house brands and white-label clients.

MZ has developed a distinguished reputation as a premier resource for institutional investors, brokers, analysts, and private investors. The firm maintains offices worldwide and was recently ranked No. 7 in the world in business communication.

Shannon Devine, Managing Director at MZ North America, will advise the Company in all facets of corporate and financial communications, including the coordination of roadshows and investment conferences across key cities and building brand awareness with financial media outlets.

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

November 3, 2021.

BevCanna Engages MZ Group to Lead Strategic Investor Relations and Shareholder Communication Program

Investment in company's go-forward growth strategy supports evolution into diversified health and wellness company

VANCOUVER, British Columbia – November 3, 2021 - [BevCanna Enterprises Inc. \(CSE:BEV, Q:BVNNE, FSE:7BC\)](#) (“BevCanna” or the “Company”), an emerging leader in innovative health and wellness beverages and products, has engaged international investor relations specialists MZ Group (“MZ”) to lead a comprehensive strategic investor relations and financial communications program across all key markets. The partnership with MZ represents an investment in the Company’s go-forward growth strategy as BevCanna rapidly accelerates their evolution into a diversified health and wellness company. This evolution includes the recently announced definitive agreement to acquire Embark Health, a leader in solventless cannabis extraction and enhanced delivery technology. Upon closing of the acquisition, two highly complementary businesses will combine to create an innovative health and wellness company.

MZ will work closely with BevCanna management to develop and implement a comprehensive capital markets strategy designed to increase the Company’s visibility throughout the investment community. The campaign will highlight BevCanna’s unique brand creation for the global health, wellness, and natural products markets by developing and manufacturing a range of alkaline, plant-based, and cannabinoid beverages and supplements for both in-house brands and white-label clients.

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Shannon Devine, Managing Director at MZ North America, will advise BevCanna in all facets of corporate and financial communications, including the coordination of roadshows and investment conferences across key cities and building brand awareness with financial media outlets.

“Cannabis is an emerging leader within the overall \$4.5 trillion wellness market, with the product market projected to reach \$90.4 billion by 2026, according to MarketsandMarkets,” commented Ted Haberfield, Chairman & President of MZ Group North America. “BevCanna leverages proprietary and patented technology to produce premium tasting, water-soluble cannabinoid infusions using THC and CBD from both cannabis and hemp. The Company’s expertise, world-class infrastructure and proven technology enables the development and launch of premium, innovative, cannabis infused beverages that cater to the next generation of cannabis consumer.

“BevCanna’s leadership includes industry-leading CPG, beverage, and nutraceuticals experts with decades of experience creating, branding, and manufacturing iconic brands that resonate with consumers on a global scale. Its focus is on building revenue through multiple streams, including white labeling, joint ventures, licensing, brand building, and B2B ingredient supply. We believe the Company’s unique market position and growth prospect presents a unique opportunity for investors and look forward to sharing this with our network of institutional investors and family offices.”

“As the Company’s efforts are focused on growth, BevCanna is supporting the expansion of in-house brands and white labeled products with a pristine alkaline spring water aquifer and world-class 40,000-square-foot, HACCP certified manufacturing facility,” added Shannon Devine. “This facility is already positioned for growth with a pre-approval to expand the facility up to 170,000-square-feet, to be used for expansion for both CPG and cannabis purposes. The facility has a current bottling capacity of up to 210M bottles annually. BevCanna has a proven growth strategy and a strong foundation to support sustained growth. To complement the Company’s organic growth, BevCanna has a significant acquisition pipeline aimed at adding complementary, innovative products to their current offerings, similar to prior acquisitions.”

“2021 was an important inflection point for BevCanna, with the distribution expansion of our in-house brands and multiple white-label co-manufacturing contracts from leading beverage brands,” said John Campbell, CFO and CSO of BevCanna. “Our scalable and flexible manufacturing process delivers solutions that allow for the production of a diverse array of beverages, flavors and infusions, with innovative end to end turnkey bottling solutions.”

“The partnership with MZ represents the Company’s investment in one of our most important constituents, our shareholders, as we continue to grow through our large pipeline of potential acquisitions and strategic partnership opportunities. We look forward to working with the entire team at MZ Group to communicate the multiple avenues that will drive sustained growth and build long-term value for our shareholders.”

For more information on BevCanna, please visit www.bevcanna.com. To schedule a conference call with management, please email your request to BVNNF@mzgroup.us or call Shannon Devine at 203-741-8811.

About BevCanna Enterprises Inc.

[BevCanna Enterprises Inc. \(CSE:BEV, Q:BVNNF, FSE:7BC\)](#) 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.

About MZ Group

MZ North America is the US division of MZ Group, a global leader in investor relations and corporate communications. MZ provides innovative, customized services to domestic and multinational private and public companies across all industries through a unique, fully integrated “one-stop-shop” approach. By delivering a comprehensive suite of products and services through one point of contact, MZ offers services to all relevant markets geared to helping our clients build a sustainable public brand. MZ North America has a global footprint with offices located in New York, Chicago, San Diego, Aliso Viejo, Austin, Minneapolis, Taipei, and São Paulo. For more information, please visit www.mzgroup.us.

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 MZ, its terms, anticipated benefits, and the parties' commitments under the agreement; the proposed acquisition of Embark Health; the Company's growth strategy and evolution into a diversified health and wellness company; 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; inability of the parties to complete the proposed acquisition of Embark Health 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.