

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

December 20, 2021.

Item 3 News Release

The news release dated December 20, 2021 was disseminated via Businesswire.

Item 4 Summary of Material Change

The Company announced that it has appointed Howard Blank and Douglas Mason as members of the Audit Committee resulting from their respective appointments as directors at the annual general and special meeting of the shareholders on November 24, 2021.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has appointed Howard Blank and Douglas Mason as members of the Audit Committee resulting from their respective appointments as directors at the annual general and special meeting of the shareholders on November 24, 2021. The Audit Committee is now comprised of John Campbell (Chair), Howard Blank and Douglas Mason. For additional information on the new members of the Audit Committee, please refer to the Company's Information Circular dated October 25, 2021 and filed on the Company's page on www.SEDAR.com on October 28, 2021.

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

December 20, 2021.

BevCanna Named One of 101 Top Food and Beverage Startups and Companies in Canada by *Best Startup Canada*

Recognition of leadership position within both the food & beverage and cannabis product categories a validation of the Company's comprehensive sector strategy

VANCOUVER, British Columbia – December 20, 2021 - [BevCanna Enterprises Inc. \(CSE:BEV, Q:BVNNE, FSE:7BC\)](#) ("BevCanna" or the "Company"), an innovative health and wellness beverages and products company, today announced that it has been named one of the *101 Top Food and Beverage Startups and Companies in Canada* by Best Startup Canada, a media company that focuses on the latest innovations, breakthroughs and greatest companies across Canada.

Ranging from cutting-edge startups to established brands within the food and beverage industry, the companies recognized on the *Top 101* list are known for innovation within their sector, as well as exceptional growth and societal impact. BevCanna was within the group of selected companies that exhibited exceptional performance. A full list of recipients can be found here.

BevCanna was also included within list of the *Top 101 Cannabis Startups and Companies in Canada*, a list of innovators and growth companies within the Canadian cannabis industry.

"It's both an honour and a reflection of the BevCanna team's expertise and dedication, to be included within the sphere of other premier Canadian food and beverage companies, including Ritual, Goodfood, Flow Water, Chef's Plate and David's Tea," noted Marcello Leone, CEO of BevCanna. "This recognition of our leadership position within both the food and beverage and the cannabis products categories validates our strategy of developing innovative, highly-customized beverage products that appeal to a range of target markets, including value, craft and premium positioning, for both our in-house brands and our white-label clients."

BevCanna's most recent launch, of the award-winning Keef Brands line of cannabis-infused beverages into British Columbia and Ontario, quickly sold out online, prompting an immediate re-stocking of all varieties in those markets and imminent launch into the Alberta market. The Company also recently announced a number of agreements to develop and manufacture white-label cannabis-infused products for leading brands, including The Tinley Beverage Company Inc., Xebra Brands Ltd, and Averi Health Products.

The Company also announced today that it has appointed Howard Blank and Douglas Mason as members of the Audit Committee resulting from their respective appointments as directors at the annual general and special meeting of the shareholders on November 24, 2021. The Audit Committee is now comprised of John Campbell (Chair), Howard Blank and Douglas Mason. For additional information on the new members of the Audit Committee, please refer to the Company's Information Circular dated October 25, 2021 and filed on the Company's page on www.SEDAR.com on October 28, 2021.

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 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.

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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 Company's imminent launch of Keef Brands products into the Alberta market 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 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.