

**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 3, 2022.

**Item 3 News Release**

The news release dated May 3, 2022 was disseminated via Stockwatch and BayStreet.

**Item 4 Summary of Material Change**

The Company announced that it will not be able to file its annual financial statements, management’s discussion and analysis and the required certifications (the “**Annual Filings**”) on or before the prescribed filing deadline of May 2, 2022 as required by National Instrument 51-102, *Continuous Disclosure Obligations* (“**NI 51-102**”) and NI 52-109, *Certification of Disclosure in Issuer’s Annual and Interim Filings*, respectively.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

The Company announced that it will not be able to file its Annual Filings on or before the prescribed filing deadline of May 2, 2022 as required by NI 51-102 and NI 52-109, *Certification of Disclosure in Issuer’s Annual and Interim Filings*, respectively. The Company has been granted by the British Columbia Securities Commission a temporary management cease trade order (“**MCTO**”) under National Policy 12-203 – *Management Cease Trade Orders* (“**NP 12-203**”), which, will prohibit trading in securities of the Company by certain insiders of the Company, whether direct or indirect. The Company is seeking the MCTO as it is unable to file its Annual Filings within the deadline as required under NI 51-102.

The Company anticipates that it will be in a position to file the Annual Filings on or before May 31, 2022. The MCTO will be in effect until the Annual Filings are filed. The Company confirms that it will comply with the alternative information guidelines included in NP 12-203 so long as the Annual Filings are outstanding.

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 3, 2022.

## BevCanna Announces Grant of Management Cease Trade Order

VANCOUVER, British Columbia – May 3, 2022 - [BevCanna Enterprises Inc. \(CSE:BEV, Q:BVNNE, FSE:7BC\)](#) (“**BevCanna**” or the “**Company**”) announces that it will not be able to file its annual financial statements, management’s discussion and analysis and the required certifications (the “**Annual Filings**”) on or before the prescribed filing deadline of May 2, 2022 as required by National Instrument 51-102, *Continuous Disclosure Obligations* (“**NI 51-102**”) and NI 52-109, *Certification of Disclosure in Issuer’s Annual and Interim Filings*, respectively. The Company has been granted by the British Columbia Securities Commission a temporary management cease trade order (“**MCTO**”) under National Policy 12-203 – *Management Cease Trade Orders* (“**NP 12-203**”), which, will prohibit trading in securities of the Company by certain insiders of the Company, whether direct or indirect. The Company has been granted the MCTO as it is unable to file its Annual Filings within the deadline as required under NI 51-102.

The Company has experienced unexpected delays in compiling the information required to prepare the Annual Filings due to: (i) a temporary lack of available resources with the Company’s auditors; and (ii) Company resources being unexpectedly diverted for activities in connection with the acquisition of Embark Health Inc., which closed on January 28, 2022, and the preparation of the Form 51-102F4 Business Acquisition Report in respect of the acquisition of Naturo Group Investments Inc., filed on SEDAR on March 14, 2022.

The Company anticipates that it will be a position to file the Annual Filings on or before May 31, 2022. The MCTO will be in effect until the Annual Filings are filed. The Company confirms that it will comply with the alternative information guidelines included in NP 12-203 so long as the Annual Filings are outstanding.

### **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.

Based in British Columbia, Canada, BevCanna owns a pristine alkaline spring water aquifer and a high capacity 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 investor enquiries, please contact:**

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### **For media enquiries or interviews, please contact:**

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## **Forward Looking Disclaimer**

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. 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. Forward-looking statements made in this news release include, but are not limited, to: the Company's expectation that the Annual Filings will be made by May 31, 2022; and other business plans of the Company.

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: that the Company may not be able to complete the steps required to make the Annual Filings by May 31, 2022; and other factors beyond the control of the parties. BevCanna expressly 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 applicable law, and the Company does not assume any liability for disclosure relating to any other company mentioned herein.