

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

January 29, 2024

Item 3 News Release

The news release dated January 29, 2024 was disseminated via Stockwatch and BayStreet.

Item 4 Summary of Material Change

The Company announced that further to its previously disclosed news release dated January 22, 2024, its wholly-owned subsidiary, Naturo Group Enterprises Inc. (“**Naturo**”) has closed the first tranche of its private placement financing (the “**Note Offering**”) of secured promissory notes (each, a “**Note**”) for gross proceeds of \$250,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that further to its previously disclosed news release dated January 22, 2024, its wholly-owned subsidiary, Naturo has closed the first tranche of its Note Offering of Notes for gross proceeds of \$250,000. Each Note matures 12 months from the closing date and bears interest of 15% per annum, which interest was paid on closing and deducted from the gross proceeds of the Notes. The Notes are secured against all of Naturo’s present and after-acquired personal property excluding Naturo’s intellectual property.

The Company intends to use the net proceeds from the Note Offering for outstanding payables and general working capital purposes. No finder’s fees were paid in connection with the closing of the first tranche of the Note Offering. The Company intends to close one or more additional tranches of the Note Offering.

The Company also announces that it filed for voluntary bankruptcy of its wholly-owned subsidiary BevCanna Operating Corp. on January 26, 2024, which currently has no assets. This strategic move aligns with the Company’s ongoing optimization efforts.

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

January 29, 2024