

SS051-102F3
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

February 20, 2024.

Item 3 News Release

The news release dated February 20, 2024 was disseminated via Stockwatch and BayStreet.

Item 4 Summary of Material Change

The Company announced that further to its news release dated February 16, 2024 announcing a proposed consolidation of its issued and outstanding common shares (each, a “**Common Share**”) on the basis of twenty (20) pre-consolidation Common Shares for every one (1) post-consolidation Common Share (the “**Share Consolidation**”), the Company’s new CUSIP number will be 08783B309 and its new ISIN number will be CA08783B3092 on the effective date of the Share Consolidation.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that further to its news release dated February 16, 2024 announcing a proposed consolidation of its Common Shares, the Company’s new CUSIP number will be 08783B309 and its new ISIN number will be CA08783B3092 on the effective date of the Share Consolidation.

As stated in its prior release, the Company has set February 26, 2024 as the record date for the share consolidation. The Share Consolidation will become effective at the opening of the market on February 23, 2024. The Common Shares will trade under the existing Company name and trading symbols.

As previously disclosed, and as a result of the Share Consolidation, the number of outstanding Common Shares will be reduced from 61,441,210 Common Shares to approximately 3,072,061 Common Shares, subject to adjustments for rounding. No fractional Common Shares will be issued as a result of the Share Consolidation. Where the exchange results in a fractional share, the number of Common Shares will be rounded up to the nearest whole Common Share. The exercise or conversion price and/or the number of Common Shares issuable with respect to any of the Company's outstanding convertible securities will be proportionately adjusted in connection with the Share Consolidation.

Common Shares held in uncertificated form by non-registered shareholders through brokerage accounts will be converted at the consolidation ratio through each shareholder's brokerage account. Non-registered shareholders should consult with their broker for further information. A letter of transmittal describing the process by which registered shareholders may obtain new certificates representing their consolidated Common Shares has been mailed to registered shareholders by the Company's transfer agent Olympia Trust Company. All registered shareholders will be required to send their share certificates, along with a properly executed letter of transmittal, to Olympia Trust Company, in accordance with the instructions provided in the letter of transmittal. A copy of the letter of transmittal has been posted on the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

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

February 20, 2024