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**BevCanna Announces Strengthening of Balance Sheet with Debt Settlement and
Closing of Fifth Tranche of Promissory Note Financing**

Company Strengthens Balance Sheet

VANCOUVER, British Columbia – March 22, 2024 - BevCanna Enterprises Inc. (CSE:BEV, OTC:BVNNF, FSE:7BC) (“**BevCanna**” or the “**Company**”), a diversified lifestyle and wellness consumer packaged goods company, announces that in line with its continued efforts to strengthen its balance sheet, the Company intends to settle debts (the “**Debt Settlement**”) in the aggregate amount of \$1,930,742.55 owed by the Company to certain creditors of the Company in exchange for an aggregate of 1,755,209 common shares (each, a “**Debt Settlement Share**”) at a deemed price of \$1.10 per Debt Settlement Share.

The Company also announces that, further to its previously disclosed news releases dated December 6, 2023, January 22, 2024, January 29, 2024, February 23, 2024, and March 5, 2024, its wholly-owned subsidiary, Naturo Group Enterprises Inc. (“**Naturo**”) has closed the fifth tranche of its private placement financing (the “**Note Offering**”) of secured promissory notes (each, a “**Note**”) for gross proceeds of \$71,764.70. 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 fifth tranche of the Note Offering. The Company intends to close one or more additional tranches of the Note Offering.

The proposed debt settlements with John Campbell and Howard Blank (together, the “**Insider Settlements**”) are “related party transactions” within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Insider Settlements are exempt from the valuation requirement of MI 61-101 by virtue of the exemptions contained in section 5.5(b) of MI 61-101 as the Company’s common shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(1)(a) of MI 61-101 in that the fair market value of the Insider Settlements will not exceed 25% of the Company’s market capitalization. As the material change report disclosing the Insider Settlements is being filed less than 21 days before the transaction,



there is a requirement under MI 61-101 to explain why the shorter period was reasonable or necessary in the circumstances. In the view of the Company, it is necessary to immediately close the Insider Settlements and therefore, such shorter period is reasonable and necessary in the circumstances to improve the Company's financial position.

None of the securities issued pursuant to the Debt Settlement and Note Offering have been or will be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

About BevCanna Enterprises Inc.

BevCanna Enterprises Inc. (CSE:BEV, OTC:BVNNF, FSE:7BC) is a diversified lifestyle and wellness consumer packaged goods company. BevCanna develops and manufactures a range of alkaline, mineralized, 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, Health Canada and HACCP certified flexible manufacturing facility in Osoyoos, British Columbia. The Company’s extensive distribution network includes traditional and regulated retail distribution, and online through its market-leading brands.

On behalf of the Board of Directors:

John Campbell, Chief Financial Officer and Chief Strategy Officer
Director, BevCanna Enterprises Inc.

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. 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 completing the Debt Settlement as intended; the intended use of proceeds of the Note Offering; the Company completing one or more additional tranches of the Note Offering; and other future 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, the Company's inability to complete the Debt Settlements as anticipated or at all; the Company's inability to complete the Note Offering as anticipated or at all; general market conditions; changes to consumer trends and preferences in the markets in which the Company operates; inability to enter into commercial agreements as anticipated or at all; and other factors beyond the control of the Company. 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.

Neither the Canadian Securities Exchange nor any Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.