

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 21, 2024

Item 3 News Release

The news release dated May 21, 2024 was disseminated via Stockwatch and BayStreet.

Item 4 Summary of Material Change

The Company closed the first tranche of its previously announced non-brokered private placement for common shares of the Company (each, a “**Common Share**”) at a price of \$0.88 per Common Share for aggregate gross proceeds of \$509,997.84 for a total of 579,543 Common Shares. The Company also converted an aggregate principal amount of \$250,000 in secured promissory notes issued by its wholly-owned subsidiary, Naturo Group Enterprises Inc., into Common Shares at a price of \$0.88 per Common Share, for a total of 284,090 Common Shares.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company closed the first tranche of its previously announced non-brokered private placement for Common Shares at a price of \$0.88 per Common Share for aggregate gross proceeds of \$509,997.84 for a total of 579,543 Common Shares (the “**Offering**”). The Company also converted an aggregate principal amount of \$250,000 in secured promissory notes issued by its wholly-owned subsidiary, Naturo Group Enterprises Inc., into Common Shares at a price of \$0.88 per Common Share, for a total of 284,090 Common Shares (the “**Debt Settlement**”).

The Company intends to use the proceeds from the Offering to fund the relaunch of its TRACE brand water products in Canada, to expand the distribution market of its TRACE brand water products to Asia, to launch its nutraceutical health product e-commerce platform through its wholly-owned subsidiary, Pure Therapy, and for general working capital purposes.

No finder’s fees were paid in connection with the Offering.

All of the Common Shares issued pursuant to the Offering and Debt Settlement are subject to a statutory hold period of four months plus one day.

None of the securities issued pursuant to the Offering or Debt Settlement 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.

5.2 *Disclosure for Restructuring Transactions*

N/A

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 23, 2024.