

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of the Company

BevCanna Enterprises Inc. (the “**the Company**”)
1108 West 8th Ave.
Vancouver, BC V6H 4C8

Item 2 Date of Material Change

September 17, 2024

Item 3 News Release

The news release dated September 17, 2024 was disseminated via Stockwatch and Baystreet.

Item 4 Summary of Material Change

On September 17, 2024, the Company announced that, further to its news release dated July 25, 2024, it has acquired health and wellness nutraceutical products company Greenflame Distribution Ltd. (“**Greenflame**”), an arm’s length private British Columbia corporation, pursuant to the terms of a Share Exchange Agreement (the “**Agreement**”) dated July 24, 2024 among the Company, Greenflame and the shareholders of Greenflame.

Item 5 Full Description of Material Change

On September 17, 2024, the Company announced that, further to its news release dated July 25, 2024, it has acquired health and wellness nutraceutical products company Greenflame, an arm’s length private British Columbia corporation, pursuant to the terms of a Agreement dated July 24, 2024 among the Company, Greenflame and the shareholders of Greenflame.

Pursuant to the Agreement, the Company acquired all of the issued and outstanding shares of Greenflame in consideration for the issuance of 4,166,663 common shares of the Company (each, a “**Consideration Share**”) to the vendors at a deemed price of \$0.60 per Consideration Share for total consideration of \$2,500,000. No finder’s fee was payable in connection with the transaction. The Consideration Shares issued in connection with the acquisition are subject to a restricted period of four months and one day.

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: 604.569.1414

Item 9 Date of Report

September 26, 2024