

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

BevCanna Enterprises Inc. (the “**Company**” or “**BevCanna**”)
200 – 1672 West 2nd Avenue
Vancouver, BC, V6J 1H

Item 2 Date of Material Change

July 16, 2019

Item 3 News Release

The news release dated July 16, 2019 was disseminated via Businesswire and Stockwatch.

Item 4 Summary of Material Change

The Company announced that it has signed an exclusive agreement for marketing services with award-winning branding agency, Dossier Creative. Dossier has agreed to provide branding and marketing services related to the development of beverage concepts and intellectual property, leadership consulting services, and studio services for creation of visual designs, marketing and sales materials, digital properties design and content messaging.

As part of the agreement with Dossier, world-renowned branding expert Don Chisholm has also joined the BevCanna team as Chief Brand and Innovation Manager. Mr. Chisholm co-founded the Vancouver-based design and innovation company and currently holds the role of Creative Director.

A leader in creating innovative brands and fostering growth, Mr. Chisholm leads BevCanna’s branding strategy as it launches a range of innovative, market-leading CBD and THC-infused beverages for both in-house brands and white-label clients.

A frequent speaker on brand strategy, innovation and creation, brand identity and packaging design, Mr. Chisholm also sits on the advisory boards of Yervana, Trace Beverages, TrueLeaf Medical, The Trading Post Brewing Company, and BevCanna. Recent high-profile brand successes include Vega, The Little Potato Company and Mike’s Hard Lemonade.

The Company also announces its intention that on July 17, 2019, it will enter into a warrant amendment agreement with a third party warrant holder, whereby the parties will agree to amend the vesting date of 1,000,000 common share purchase warrants (the “**Warrants**”) to June 28, 2019 (the “**Amendment**”).

Prior to the Amendment, the Warrants vest on the date on which the Company enters into a: (a) letter of intent, (b) memorandum of understanding or (c) definitive agreement with an unrelated third party company or person at arm’s length to both the Company and the third party warrant holder with respect to the construction or purchase of a cannabis extraction

facility or similar major infrastructure or capital development project directly identified by or directly introduced to the Company by the third party warrant holder

Item 5 Full Description of Material Change

The material change is fully described in Item 4 above and in the attached news release which has been filed on SEDAR.

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 and Director
Telephone: 1-604-569-1414

Item 9 Date of Report

July 22, 2019

BevCanna Signs Exclusive Agreement with Dossier Creative

Leader in cannabis-infused innovations strengthens relationship with award-winning branding agency

VANCOUVER, British Columbia--(BUSINESS WIRE)--July 16, 2019--BevCanna Enterprises Inc. ("BevCanna" or the "Company") (CSE:BEV), an emerging leader in infused innovations, is pleased to announce that it has signed an exclusive agreement for marketing services with award-winning branding agency, Dossier Creative.

As disclosed in the Company's prospectus dated June 20, 2019, available under BevCanna's SEDAR profile at www.sedar.com, Dossier has agreed to provide branding and marketing services related to the development of beverage concepts and intellectual property, leadership consulting services, and studio services for creation of visual designs, marketing and sales materials, digital properties design and content messaging.

As part of the agreement with Dossier, world-renowned branding expert Don Chisholm has also joined the BevCanna team as Chief Brand and Innovation Manager. Mr. Chisholm co-founded the Vancouver-based design and innovation company and currently holds the role of Creative Director.

A leader in creating innovative brands and fostering growth, Mr. Chisholm leads BevCanna's branding strategy as it launches a range of innovative, market-leading CBD and THC-infused beverages for both in-house brands and white-label clients.

"Dossier's expertise in creating beverage brands that resonate with consumers on a global scale will be invaluable as we build BevCanna into a global leader in infused innovations," said Marcello Leone, CEO of BevCanna. "Under Don's leadership, Dossier has become an invaluable part of the BevCanna team, and we're pleased to be expanding our relationship."

A frequent speaker on brand strategy, innovation and creation, brand identity and packaging design, Mr. Chisholm also sits on the advisory boards of Yervana, Trace Beverages, TrueLeaf Medical, The Trading Post Brewing Company, and BevCanna. Recent high-profile brand successes include Vega, The Little Potato Company and Mike's Hard Lemonade.

For more information on the Company's agreement with Dossier, including all material terms of the agreement, see the Company's prospectus dated June 20, 2019, available under BevCanna's SEDAR profile at www.sedar.com.

The Company also announces its intention that on July 17, 2019, it will enter into a warrant amendment agreement with a third party warrant holder, whereby the parties will agree to amend the vesting date of 1,000,000 common share purchase warrants (the “**Warrants**”) to June 28, 2019 (the “**Amendment**”).

As disclosed in the Company’s prospectus, prior to the Amendment, the Warrants vest on the date on which the Company enters into a: (a) letter of intent, (b) memorandum of understanding or (c) definitive agreement with an unrelated third party company or person at arm’s length to both the Company and the third party warrant holder with respect to the construction or purchase of a cannabis extraction facility or similar major infrastructure or capital development project directly identified by or directly introduced to the Company by the third party warrant holder.

About BevCanna

BevCanna Enterprises Inc. (CSE: BEV) plans to develop and manufacture cannabinoid-infused beverages and consumer products for in-house brands and white label clients. With decades of experience creating, branding and distributing iconic brands that have resonated with consumers on a global scale, the team demonstrates an expertise unmatched in the emerging cannabis beverage category. Based in British Columbia, Canada, BevCanna has a 100-acre outdoor cultivation site in the fertile Okanagan Valley and the exclusive rights to a pristine spring water aquifer, as well as a world-class 40,000-square-foot, HACCP certified manufacturing facility, with a current bottling capacity of up to 72M bottles per shift/per annum. BevCanna’s vision is to be a global leader in infused innovations.

About Dossier Creative Inc.

Dossier is a design firm focused on branding and innovation. For more than 30 years, Dossier has partnered with entrepreneurial organizations to create iconic brands, ignite innovation and drive results. Leading at the intersection of business and design, Dossier focuses our experience on positioning and launching consumer-facing products and services.

Disclaimer for Forward-Looking Information

Certain information in this news release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact are forward-looking statements. Forward looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expect”, “potential”, “believe”, “intend”, “estimate” or the negative of these terms and similar expressions. Forward-looking statements in this news release include, but

are not limited to: statements with respect to the launch, development and manufacturing of innovative, market-leading CBD, THC and cannabinoid-infused beverages and consumer products for in-house brands and white label clients; that Dossier's expertise in creating beverage brands that resonate with consumers on a global scale will be invaluable as the Company's builds itself into a global leader in infused innovations; the Company's intention to enter into a warrant amendment agreement with a third party warrant holder on July 17, 2019; the emerging cannabis beverage category; and the business plans of the Company.

Forward-looking statements are based on certain assumptions regarding the issuances of licences by Health Canada to the Company under the Cannabis Act; anticipated changes to the Cannabis Act and the regulations thereunder to permit the production and sale of food products, derivatives and beverages containing THC and CBD; changes to U.S. state and federal laws to permit the production and sale of cannabis and cannabis-derived products; expectations with respect to the Company's ability to create beverage brands that resonate with consumers on a global scale; and expectations with respect to the future growth of recreational cannabis products. While the Company consider these assumptions to be reasonable, based on information currently available, they may prove to be incorrect. Readers are cautioned not to place undue reliance on forward-looking statements. The assumptions of the Company, although considered reasonable by it at the time of preparation, may prove to be incorrect. In addition, forward-looking statements necessarily involve known and unknown risks, including, without limitation, the Company not being issued licences by Health Canada; Health Canada electing not to legalize and/or permit the production and sale of food products, derivatives and beverages containing THC and CBD; the United States' Food and Drug Administration electing not to legalize and/or permit the production and sale of food products, derivatives and beverages containing CBD; changes with respect to consumer preferences as they relate to beverage brands; risks associated with general economic conditions; adverse industry events; future legislative, tax and regulatory developments; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; the inability to implement business strategies; competition; currency and interest rate fluctuations and other risks. Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. For more information on the risk, uncertainties and assumptions that could cause anticipated opportunities and actual results to differ materially, please refer to the public filings of the Company which are available on SEDAR at www.sedar.com. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect our expectations as of the date hereof, and thus are subject to change thereafter. The Company 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 law.

Contacts

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