

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

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

**Item 2 Date of Material Change**

July 5, 2019

**Item 3 News Release**

The news release dated July 5, 2019 was disseminated via Baystreet and Stockwatch.

**Item 4 Summary of Material Change**

The Company announced that it granted an aggregate of 2,000,000 stock options to purchase up to 2,000,000 common shares of the Company to certain directors, officers, consultants and employees of the Company. Each option vests immediately upon the grant and is exercisable for a period of 3 years from the date of grant at a price of \$0.50 per common share. Of the 2,000,000 options, 500,000 options were granted to certain directors and officers of the Company and 1,500,000 options were granted to certain consultants and employees of the Company.

The options and the common shares issuable upon the exercise of the options held by the optionees are subject to a Canadian Securities Exchange hold period of four months from the date of grant of the stock options.

**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 5, 2019

## BevCanna Enterprises Grants Stock Options

*BevCanna grants 2,000,000 stock options to certain directors, officers, consultants and employees*

VANCOUVER, BC., July 5, 2019. BevCanna Enterprises Inc. (CSE: BEV) (“**BevCanna**” or the “**Company**”) is pleased to announce that it has granted an aggregate of 2,000,000 stock options to purchase up to 2,000,000 common shares of the Company to certain directors, officers, consultants and employees of the Company. Each option vests immediately upon the grant and is exercisable for a period of 3 years from the date of grant at a price of \$0.50 per common share. Of the 2,000,000 options, 500,000 options were granted to certain directors and officers of the Company and 1,500,000 options were granted to certain consultants and employees of the Company.

The options and the common shares issuable upon the exercise of the options held by the optionees are subject to a Canadian Securities Exchange hold period of four months from the date of grant of the stock options.

### **About BevCanna Enterprises Inc.**

[BevCanna Enterprises Inc.](#) (CSE: BEV) seeks 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. BevCanna’s vision is to be a global leader in infused innovations.

### **For media enquiries or interviews, please contact:**

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### **For investor inquiries, please contact:**

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### **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 development and manufacturing of

cannabinoid-infused beverages and consumer products for in-house brands and white label clients; 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; 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; 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](http://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.