

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

February 16, 2020

Item 3 News Release

The news release dated February 16, 2020 was disseminated via Cision.

Item 4 Summary of Material Change

The Company announced that it has entered into a definitive joint venture agreement with Mota Ventures Corp. (“**Mota**”) to exclusively distribute BevCanna’s hemp-derived cannabidiol (CBD) products in the European market.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has entered into a definitive joint venture agreement with Mota to exclusively distribute BevCanna’s hemp-derived cannabidiol (CBD) products in the European market.

The Joint Venture will initially launch BevCanna’s “LEV” line of fruit-forward lightly sparkling CBD-infused spring water beverages and water-soluble powders. The beverages will also utilize BevCanna’s proprietary method of nano-delivery of cannabinoids, a unique technology that produces a rapid onset time for the cannabinoids. The Joint Venture will launch additional products over the life of the five-year agreement.

Under the agreement, BevCanna and Mota have agreed to share equal ownership in the Joint Venture and be jointly responsible for developing and funding its operations. In addition to capital, BevCanna has agreed to contribute proprietary brands, product formulations, formulas for nano-encapsulated water-soluble powders, and marketing and manufacturing expertise to the Joint Venture. Mota has agreed to provide manufacturing, marketing and distribution infrastructure in the European market.

Finalization of the Joint Venture remains subject to the establishment of a joint venture company by the parties, entry into a shareholders’ agreement and credit facility arrangement between the two parties, and the licensing and registration of intellectual property for use in Europe.

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

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

February 18, 2020

Press Release

BevCanna Inks Deal to Distribute BevCanna Brand Cannabis-Infused Beverages in European Market

Signs Definitive Agreement with Mota Ventures for Exclusive EU Distribution Rights for BevCanna's CBD Products

VANCOUVER, BC, CANADA (February 16, 2020) – Emerging leader in infused beverages **BevCanna Enterprises Inc. (CSE: BEV, Q:BVNNF, FSE:7BC)** (“**BevCanna**” or the “**Company**”), is pleased to announce that it has entered into a definitive joint venture agreement with **Mota Ventures Corp. (CSE:MOTA FSE:1WZ:GR OTC: PEMTF)**, to exclusively distribute BevCanna’s hemp-derived cannabidiol (CBD) products in the European market.

The Joint Venture will initially launch BevCanna’s “LEV” line of fruit-forward lightly sparkling CBD-infused spring water beverages and water-soluble powders. The beverages will also utilize BevCanna’s proprietary method of nano-delivery of cannabinoids, a unique technology that produces a rapid onset time for the cannabinoids. The JV will launch additional products over the life of the five-year agreement.

Under the agreement, BevCanna and Mota have agreed to share equal ownership in the Joint Venture and be jointly responsible for developing and funding its operations. In addition to capital, BevCanna has agreed to contribute proprietary brands, product formulations, formulas for nano-encapsulated water-soluble powders, and marketing and manufacturing expertise to the Joint Venture. Mota has agreed to provide manufacturing, marketing and distribution infrastructure in the European market.

“We’re eager to launch our CBD products in the European market,” said John Campbell, Chief Strategy Officer of BevCanna. “Infused beverages are a great way to enjoy cannabidiol in a familiar, appealing consumption format, while also being non-carcinogenic and more socially friendly than other formats. We’re also excited to employ our proprietary nano-technology in our beverages, which is more bioavailable and produces a rapid onset time.”

Finalization of the Joint Venture remains subject to the establishment of a joint venture company by the parties, entry into a shareholders’ agreement and credit facility arrangement between the two parties, and the licensing and registration of intellectual property for use in Europe.

About BevCanna Enterprises Inc

BevCanna Enterprises Inc. (CSE:BEV,Q:BVNNF,FSE:7BC) develops and manufactures 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 292-acre outdoor cultivation site in the Okanagan Valley and the exclusive rights to a pristine spring water aquifer, as well as a 40,000-square-foot, HACCP certified manufacturing facility, with a current bottling capacity of up to 210 million bottles per annum. BevCanna’s vision is to become a global leader in infused innovations.

About Mota Ventures Corp.

Mota Ventures is seeking to become a vertically integrated CBD company with operations in Europe and the Americas. Its wholly-owned subsidiary, First Class CBD, is a profitable online retailer of CBD and CBD-infused products in the United States and the Company is currently in the process of acquiring Sativida, a successful online retailer CBD and CBD products in Europe. Mota Ventures, through a wholly-owned subsidiary, holds a license to cultivate non-psychoactive cannabis and produce CBD in Colombia and is developing cultivation operations on its 2.5-hectare site in Guasca, Colombia. Mota Ventures believes that low cost CBD production

at its property in Colombia coupled with its international, direct-to-customer sales channels will propel its continued success.

On behalf of the Board of Directors:

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

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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 regarding the Joint Venture; that the Joint Venture will initially launch BevCanna’s “LEV” line of fruit-forward lightly sparkling CBD-infused spring water beverages and water-soluble powders; the beverages will also utilize BevCanna’s proprietary method of nano-delivery of cannabinoids; the JV will launch additional products over the life of the five-year agreement; the launch of BevCanna’s CBD products in the European market; 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; the business plans of the Company; and statements with respect to the business plans and intentions of Mota Ventures.

Forward-looking statements are based on certain assumptions regarding the issuances of licences by Health Canada to the Company under the Cannabis Act; anticipated commercialization of products in 2020; completion of the conditions to the Joint Venture, including the establishment of a joint venture company by the parties, entry into a shareholders’ agreement and credit facility arrangement between the two parties, and the licensing and registration of intellectual property for use in Europe; climate conditions; agricultural conditions; 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 licenses by Health Canada; risks associated with general economic conditions; risks associated with climate and agriculture; changes in consumer preferences; 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, and the Company does not assume any liability for disclosure relating to any other company mentioned herein.