

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 1H4

Item 2 Date of Material Change

July 22, 2020.

Item 3 News Release

The news release dated July 22, 2020 was disseminated via Cision.

Item 4 Summary of Material Change

The Company announced it has signed a non-binding letter of intent (the "LOI") with Saskatchewan-based retail co-operative Weed Pool Cannabis Co-operative Ltd. ("WPCC"). Under the agreement, WPCC will distribute and sell the Company's line of cannabis-infused beverages and high-end extracts across their Saskatchewan cannabis retail distribution network.

Item 5 Full Description of Material Change.

5.1 Full Description of Material Change

The Company announced it has signed an LOI with WPCC. Under the LOI, WPCC will distribute and sell the Company's line of cannabis-infused beverages and high-end extracts across their Saskatchewan cannabis retail distribution network. The two companies intend to sign a definitive agreement within the next 120 days.

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

July 23, 2020.

BevCanna Signs Supply Agreement with Weed Pool to Bring Line of Cannabis-Infused Products to Saskatchewan

Signs LOI with retail buying group to distribute and sell BevCanna's beverages and extracts through their extensive retail distribution network.

VANCOUVER, BC, July 22, 2020 /CNW/ - Emerging leader in cannabis-infused beverages, BevCanna Enterprises Inc. (CSE: BEV) (Q: BVNNF) (FSE: 7BC) ("BevCanna" or the "Company") announced today it has signed a non-binding letter of intent (the "LOI") with Saskatchewan-based retail co-operative **Weed Pool Cannabis Co-operative Ltd.** ("WPCC"). Under the agreement, WPCC will distribute and sell BevCanna's line of cannabis-infused beverages and high-end extracts across their Saskatchewan cannabis retail distribution network. The two companies intend to sign a definitive agreement (the "Agreement") within the next 120 days.

A collective of independently-owned Saskatchewan cannabis retailers, WPCC is the largest cannabis buying group in Saskatchewan, and represents more than 50 per cent of licensed cannabis sales in the province. WPCC is licensed by the Saskatchewan Liquor and Gaming Authority (SLGA) as a wholesaler and focuses on sourcing and negotiating as a collective.

"Our goal is to work with leading distributors in their regional markets, and WPCC fits the bill very well," said John Campbell, Chief Strategic Officer for BevCanna. "As a group of independent retailers operating storefronts in the province, WPCC has an excellent understanding of the retail landscape across the province, and a strong sales strategy for the nearly 20 Licensed Retailers that they represent. They have also developed good working relationships with the provincial bodies overseeing the cannabis market, which will benefit us as we launch our line of cannabis-infused beverages and extracts into the province."

"We're excited to be able to bring BevCanna's upcoming line of cannabis-infused beverages and extracts to the Saskatchewan market," said Jim Southam, President of Weed Pool Cannabis Co-operative. "Our goal is to offer innovative, high-quality options to our consumers, and we expect BevCanna's range of products to appeal to both current and new cannabis consumers."

Terms of the Agreement

- BevCanna and Weed Pool Cannabis Co-operative intend to enter into a supply agreement to distribute and sell BevCanna products in the province of Saskatchewan;
- BevCanna will provide finished cannabis and/or cannabis extract products;
- Additional commercial terms will be outlined in the Agreement;
- Entry into the Agreement is subject to satisfactory completion of, among other things:
 - Due diligence investigations by each partner,
 - Necessary approvals by the SLGA,
 - Negotiation of the Agreement, and
 - Approval by each partner's board of directors.

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 resonate 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 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 210M bottles per annum.

About Weed Pool

The Weed Pool Cannabis Cooperative Ltd. (WPCC) is a retailer cooperative made up of Saskatchewan based cannabis retailers. WPCC and its members are the largest independent buying and distribution group in Canada. Now the holder of an SLGA wholesale license, WPCC is proudly owned and operated by its membership.

On behalf of the Board of Directors:

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

Disclaimer for Forward-Looking Information

This news release contains forward-looking information that involves various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Company. Forward-looking statements made in this news release relate to: the intention to enter into the Agreement, and the timing thereof; the proposed terms of the Agreement; that WPCC's good working relationships with the provincial bodies overseeing the cannabis market will benefit BevCanna as it launches its line of cannabis-infused beverages and extracts into the province; the expectation that BevCanna's range of products will appeal to both current and new cannabis consumers; and other matters relating to the Company's business plans. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including the inability of the parties to enter into the Agreement on the terms announced or at all; the inability of the Company to obtain necessary licences from Health Canada with respect to cannabis; and adverse market conditions. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws, and the Company does not assume any liability for disclosure relating to any other company mentioned herein.

SOURCE BevCanna Enterprises Inc.

 View original content to download multimedia:

<http://www.newswire.ca/en/releases/archive/July2020/22/c0922.html>

%SEDAR: 00046097E

For further information: For media enquiries or interviews, please contact: Wynn Theriault, Thirty Dash, Communications Inc., 416-710-3370, wynn@thirtydash.ca; For investor enquiries, please contact: Luca Leone, BevCanna Enterprises Inc., 604-880-6618, luca@bevcanna.com

CO: BevCanna Enterprises Inc.

CNW 22:31e 22-JUL-20