

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

BevCanna Enterprises Inc. (the “**Company**”)
PO Box 33957 Vancouver D CSC
Vancouver, BC, V6J 4L7

Item 2 Date of Material Change

May 8, 2021.

Item 3 News Release

The news release dated May 8, 2021 was disseminated via Cision.

Item 4 Summary of Material Change

The Company announced that it has signed a definitive agreement with St. Peter’s Drinks, to co-manufacture CBD and THC-infused beverages for its internal beverage brand, Green Monké. This is the third white-label agreement that the Company has signed since receipt of its Standard Processing License, following on the heels of agreements recently signed with State B Beverages and Enthusiasmus.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has signed a definitive agreement with St. Peter’s Drinks, to co-manufacture CBD and THC-infused beverages for its internal beverage brand, Green Monké. This is the third white-label agreement that the Company has signed since receipt of its Standard Processing License, following on the heels of agreements recently signed with State B Beverages and Enthusiasmus.

St. Peter’s Drinks is employing the Company’s white-label partnership model, which allows nonlicensed partners to enter the Canadian cannabis market seamlessly and compliantly. St. Peter’s Drinks will leverage the Company’s extensive experience in producing beverages at scale as well as its recently announced Canadian Sales License partnership for distribution to provincial buying groups. The white-label agreements, including the Green Monké contract, are subject to minimum order quantities.

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

May 11, 2021.

BevCanna Signs Third Consecutive White-Label Manufacturing Agreement

Health and wellness products company finalizes deal to co-manufacture CBD- and THC-infused beverages for St. Peter's Drinks

VANCOUVER, British Columbia--(BUSINESS WIRE)--May 8, 2021--Diversified health and wellness, beverage and natural products company, BevCanna Enterprises Inc. (CSE:BEV, Q:BVNNF, FSE:7BC) ("**BevCanna**" or the "**Company**") announced today that it has signed a definitive agreement with St. Peter's Drinks, to co-manufacture CBD and THC-infused beverages for its international beverage brand, Green Monké ("Green Monké"). This is the third white-label agreement that BevCanna has signed since receipt of its Standard Processing License, following on the heels of agreements recently signed with State B Beverages and Enthusiasmus.

St. Peter's Drinks is employing BevCanna's white-label partnership model, which allows non-licensed partners to enter the Canadian cannabis market seamlessly and compliantly. St. Peter's Drinks will leverage BevCanna's extensive experience in producing beverages at scale as well as its recently announced Canadian Sales License partnership for distribution to provincial buying groups. The white-label agreements, including the Green Monké contract, are subject to minimum order quantities.

St. Peter's Drinks' Green Monké brand is a cannabis beverage brand well-established in the United Kingdom. Launched in 2018, Green Monké became the #1 selling cannabis beverage in the U.K. by 2019 and launched in California in the spring of 2021.

"St. Peter's Drinks is a perfect fit for our white-label partnership program," said Melisa Panetta, President of BevCanna. "They're able to fully leverage our full-service solution, including our ability to manufacture beverages at scale and our licensed manufacturing and distribution vertical. We're excited that they're bringing a top selling brand to Canada and have chosen BevCanna as a key partner to get them to market."

"We're also very pleased with the strong response to our co-manufacturing services and are continuing to build our pipeline of clients," noted Ms. Panetta. "This is the third Canadian cannabis deal that we've finalized recently, with more to come."

"We've been looking for the right partner to help us produce our beverages for the Canadian market," said Pat Gleeson, President and CEO of St. Peter's Drinks. "After an extensive search, we found that BevCanna is a well-run organization capable of producing high-quality beverages at scale and well positioned to support us in our national distribution efforts. We've developed a unique brand identity that we're eager to execute on, and BevCanna is the ideal partner to bring it to life in Canada."

About BevCanna Enterprises Inc.

BevCanna Enterprises Inc. (CSE:BEV, Q:BVNNF, FSE:7BC) is a diversified health & wellness beverage and natural products company. BevCanna develops and manufactures a range of plant-based and cannabinoid beverages and supplements for both in-house brands and white-label clients.

With decades of experience creating, manufacturing and distributing iconic brands that resonate with consumers on a global scale, the team demonstrates an expertise unmatched in the nutraceutical and cannabis-infused beverage categories. Based in British Columbia, Canada, BevCanna owns a pristine alkaline spring water aquifer and a world-class 40,000-square-foot, HACCP certified manufacturing facility, with a bottling capacity of up to 210M bottles annually. BevCanna's extensive distribution network includes more than 3,000 points of retail distribution through its market-leading TRACE brand, its Pure Therapy natural health and wellness e-commerce platform, its fully licensed Canadian cannabis manufacturing and distribution network, and a partnership with #1 U.S. cannabis beverage company Keef Brands.

About St. Peter's Drinks

St. Peter's Drinks is a Canadian-based craft beverage maker. They create drinks that harness the power of plants to support health and wellness. Through partnerships with beverage industry experts, they are bringing popular international brands to Canada, Mexico and the United States. In Spring 2021, St. Peter's launched Green Monké THC "happy sodas" in California with plans to launch Green Monké across Canada, in partnership with BevCanna, in Summer 2021. St. Peter's will also launch two other plant-powered drink lines across the U.S. this fall, being Green Monkey, the UK's top-selling hemp extract drink, and a line of ultra-premium iced teas in partnership with internationally renowned Dilmah Teas.

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 statements. All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements in this news release include statements regarding: the agreement with St. Peter's Drinks and its terms and anticipated benefits; that the Company will enter into additional similar agreements; consumer preferences for cannabis products like beverages; and other statements regarding the business plans of the Company. The forward-looking statements reflect management's current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking statements.

Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty. Factors that could cause actual results or events to differ materially from current expectations include, among other things: general market conditions; inability to enter into additional agreements on terms favourable to the Company or at all; changes to consumer preferences; and volatility of commodity prices; and other factors beyond the control of the Company. The Company expressly 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 applicable law.

Contacts

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