

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

BEE VECTORING TECHNOLOGIES INTERNATIONAL INC. (the “Company”)
Suite 1430 – 800 West Pender St.
Vancouver, BC V6C 2V6

ITEM 2 Date of Material Change

April 21, 2017

ITEM 3 News Release

A press release setting out information relating to the material change described herein was issued by the Company on April 21, 2017 and disseminated through the facilities of Marketwired/Nasdaq.

ITEM 4 Summary of Material Change

The Company announced that it completed the closing of the second tranche of its non-brokered private placement for aggregate gross proceeds of \$1,428,500. In connection with the second tranche closing, the Company issued 1,112,000 Units at a price of \$0.25 per Unit.

ITEM 5 Full Description of Material Change

See the news release attached.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Ashish Malik, President
Tel: (604) 638-8063

ITEM 9 Date of Report

April 28, 2017



THIS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Bee Vectoring Closes Second Tranche and Completes \$1,428,500 Private Placement

Mississauga, ON – April 21, 2017 – **Bee Vectoring Technologies International Inc.** (the “Company” or “BVT”) (TSXV: BEE) is pleased to announce the closing of the second tranche of its non-brokered private placement for aggregate gross proceeds of \$1,428,500 (the “Offering”). In connection with the second tranche closing, the Company issued 1,112,000 Units (the “Units”) at a price of \$0.25 per Unit (the “Second Tranche”).

As previously announced, each Unit consists of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant (“Warrant”) entitles the holder to purchase one additional common share at a price of C\$0.40 per common share until April 21, 2019, subject to the Company’s right to accelerate the expiry date of the Warrants if the closing market price of the common shares of the Company on the TSX Venture Exchange is equal to or exceeds C\$0.65 for a period of 30 consecutive trading days commencing 4 months after the date the Warrants are issued. The Company will be entitled to accelerate the expiry of the Warrants upon notice given by press release (disseminated through a newswire service in Canada) and the Warrants will then expire on the fifteenth (15th) business day after the date of the press release unless exercised by the holder prior to such date.

BVT will apply the net proceeds of the Offering to support its commercialization plans for the US, continuation of selective market expansion projects including developing opportunities in additional crops and advancing registration activities in new countries, and for general working capital purposes.

The Company paid an aggregate of \$59,880 and issued 239,520 Finders Warrants in connection with the Offering. Each Finder’s Warrant entitles the holder to acquire one common share of the Company at \$0.40 per share for 2 years from the issuance date of the Finder’s Warrant, subject to the acceleration terms as mentioned above.

All securities issued under the Second Tranche are subject to a four-month hold period expiring on August 22, 2017, in addition to such other restrictions as may apply under applicable securities laws in jurisdictions outside of Canada.

Final closing of this Offering is subject to final acceptance by the TSX Venture Exchange.

The Company also announces that it has granted a total of 360,000 incentive stock options to a consultant of the Company, subject to TSX Venture Exchange acceptance. Each option is exercisable to purchase one common share of the Company for five years at a price of C\$0.25 per common share in accordance with the terms of the Company’s stock option plan.

About [Bee Vectoring Technologies International Inc.](#)

BVT has developed and owns patent-pending bee vectoring technology that is designed to harmlessly utilize bumblebees and honeybees as natural delivery mechanisms for a variety of powdered mixtures comprised of organic compounds that inhibit or eliminate common crop diseases, while at the same time stimulating and enhancing the same crops. This unique and proprietary process enables a targeted delivery of crop controls using the simple process of bee pollination to replace traditional crop spraying, resulting in better yields, superior quality and less impact on the environment without the use of water or disruptions to labour.

Additional information can be viewed at the Company's website www.beevt.com

On Behalf of Bee Vectoring Technologies International Inc.,

"Ashish Malik"
President & CEO

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This press release contains "forward-looking information" that is based on the Company's current expectations, estimates, forecasts and projections. This forward-looking information includes, among other things, statements with respect to the Company's development plans and the closing of the Offering and TSX Venture Exchange approval of the Offering. The words "will", "anticipated", "plans" or other similar words and phrases are intended to identify forward-looking information. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Company does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.