

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

Bee Vectoring Technologies International Inc. (the “**Issuer**”)
#7 - 4160 Sladeview Crescent
Mississauga, ON L5L 0A1

Item 2 Date of Material Change

October 28, 2019

Item 3 News Release

The news release was disseminated on November 28, 2019 by way of the facilities of Newfile. The news release was also filed on SEDAR with the British Columbia Securities Commission and the Alberta Securities Commission.

Item 4 Summary of Material Change

The Issuer announced that it has closed a non-brokered private placement of 3,047,647 special warrants at a price of \$0.35 per special warrant for gross aggregate proceeds of \$1,066,677. Finder’s fees of \$57,805 and 165,157 warrants were paid to qualified parties. All securities issued pursuant to the offering will be subject to a statutory hold period that will expire on March 29, 2020.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Ashish Malik – President & CEO

Business Telephone: 604-687-2038

Facsimile: 604-687-3141

Item 9 Date of Report

November 29, 2019



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Bee Vectoring Technologies Closes Secondary Non-brokered Private Placement

Mississauga, ON Canada and Sacramento, CA USA (November 28, 2019) – Bee Vectoring Technologies International Inc. (the “**Company**” or “**BVT**”) (TSXV: BEE) (OTCQB: BEVVF), is pleased to announce it has closed a non-brokered private placement of 3,047,647 special warrants (“**Special Warrants**”) at a price of \$0.35 per Special Warrant for gross aggregate proceeds of \$1,066,677 (the “**Offering**”). Each Special Warrant represents the right of the holder to receive, without payment of any additional consideration or need for further action, subject to customary anti-dilution provisions, one unit (“**Unit**”) four months and one day after closing.

Each Unit will consist of one common share (a “**Share**”) and one transferable common Share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder, on exercise, to purchase one additional Share for a period of 18 months following the closing, at an exercise price of CAD\$0.45 per Share. The Company has the right to accelerate the expiry date of the Warrants if the closing market price of the Shares of the Company on the TSX Venture Exchange is equal to or exceeds C\$0.60 for a period of 15 consecutive trading days commencing with the date the Warrants are issued.

BVT intends to use the net proceeds of the Offering to fund its ongoing growth strategy in the agricultural space, for continued research and development and general working capital purposes. All securities issued pursuant to the Offering will be subject to a statutory hold period that will expire on March 29, 2020, in accordance with applicable securities laws. The Company has paid finders fees of \$57,805 cash and issued 165,157 Warrants on the same terms noted above to qualified parties in connection with Offering.

ON BEHALF OF THE BOARD OF DIRECTORS

“**Ashish Malik**”

President and Chief Executive Officer

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

BVT, an agriculture technology company, is a market disruptor with a significant global market opportunity in the \$240 billion crop protection and fertilizer market. BVT has pioneered a natural precision agriculture system that replaces chemical pesticides and wasteful plant protection product spray applications by delivering biological pesticide alternatives to crops using commercially grown bees. BVT’s award-winning technology, precision vectoring, is completely harmless to bees and allows minute amounts of naturally-derived pesticides (called biologicals) to be delivered directly to blooms, providing improved crop protection and yield results than traditional chemical pesticides – and improving the health of the soil, the microbiome and the environment. Currently, BVT has over 60 granted patents, over 30 patents pending in all major agricultural countries worldwide, and has US EPA registration of its VECTORITE™ with CR-7 (EPA Registration No. 90641-2) for sale as a registered biological fungicide for use on the labeled crops.

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

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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.

Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to the Company, "annual revenue potential", are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect the Company's current views and intentions with respect to future events, and current information available to the Company, and are subject to certain risks, uncertainties and assumptions, including: the closing of the Offering and the intended use of proceeds of the Offering. Material factors or assumptions were applied in providing forward-looking information. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. These factors include changes in law, competition, litigation, the ability to implement business strategies and pursue business opportunities, state of the capital markets, the availability of funds and resources to pursue operations, new technologies, the ability to protect intellectual property rights, the ability to obtain patent protection for products, third-party intellectual property infringement claims, regulatory changes affecting products, failing research and development activities, the ability to reach and sustain profitability, dependence on business and technical experts, the ability to effectively manage business operations and growth, issuance of debt, dilution of existing securities, volatility of publicly traded securities, potential conflicts of interest, unlikelihood of dividend payments, the potential costs stemming from defending third-party intellectual property infringement claims, the ability to secure relationships with manufacturers and purchasers, as well as general economic, market and business conditions, as well as those risk factors discussed or referred to in the Company's Filing Statement dated May 29, 2015 and its audited and unaudited financial statements, filed with the securities regulatory authorities in certain provinces of Canada and available at www.sedar.com. 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. All figures are in Canadian dollars.