

**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**

May 19, 2020

**Item 3 News Release**

The news release was disseminated on May 19, 2020 by way of the facilities of Stockwatch and Market News Publishing. The news release was also filed on SEDAR with the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

**Item 4 Summary of Material Change**

The Issuer announced that it has closed a non-brokered private placement of 1,999,576 units ("Units") at a price of \$0.33 per Unit for gross aggregate proceeds of \$659,860. Each Unit consists 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 24 months following the closing, at an exercise price of CAD\$0.5375 per Share. The Issuer has paid finders fees of \$9,817.50 cash and issued 29,750 Warrants on the same terms noted above to qualified parties. All securities issued pursuant to the offering will be subject to a statutory hold period that will expire on September 20, 2020.

The Issuer has also issued 50,000 restricted share units ("RSUs") under the Issuer's shareholder approved restricted share unit plan (the "RSU Plan") to a consultant. The RSUs will vest upon successful completion of pre-determined milestones being met and shall entitle the holder to acquire one Share of the Company underlying each such RSU by delivering a notice of acquisition to the Company in accordance with the RSU Plan. In accordance with the RSU Plan, the RSUs were priced at \$0.38 based on the closing price of the Shares on the TSX Venture Exchange on May 12, 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**

May 22, 2020



***THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES  
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## **Bee Vectoring Technologies Closes Non-brokered Private Placement**

Mississauga, Ontario, Canada (May 19, 2020) – 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 1,999,576 units (“**Units**”) at a price of \$0.33 per Unit for gross aggregate proceeds of \$659,860 (the “**Offering**”). 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 24 months following the closing, at an exercise price of CAD\$0.5375 per Share.

Should the 10-day volume weight average price of the Shares, as traded on the TSX-V, be equal to or greater than a 100% premium to the Warrant exercise price prior to the expiry date of the applicable Warrants, the Company may accelerate the expiry date (“**Accelerated Expiry Date**”) of the Warrants by providing the Warrant holders with notice (the “**Acceleration Notice**”) of its election to do so. The Accelerated Expiry Date referenced in an Acceleration Notice may be no earlier than the 30th day from the date on which such Accelerated Expiry Date is delivered to the warrant holders. For greater certainty, the Acceleration Notice may not be delivered to the subscribers prior to the Warrant exercise date

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 September 20, 2020, in accordance with applicable securities laws. The Company has paid a finders fees of \$9,817.50 cash and issued 29,750 Warrants on the same terms noted above to qualified parties in connection with the Offering.

The Company also announces that it has issued 50,000 restricted share units of the Company (“**RSUs**”) under the Company's shareholder approved restricted share unit plan (the “**RSU Plan**”) to a consultant as an incentive for the consultant to drive the growth of the Company.

The RSUs will vest upon successful completion of pre-determined milestones (as determined by the board of directors and agreed upon by the consultant) being met and shall entitle the holder to acquire one Share of the Company underlying each such RSU by delivering a notice of acquisition to the Company in accordance with the RSU Plan.

In accordance with the RSU Plan, the RSUs were priced at \$0.38 based on the closing price of the Common Shares on the TSX Venture Exchange on May 12, 2020.

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 65 granted patents, over 35 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](http://www.beevt.com). To receive regular news updates from the Company, subscribe at [www.beevt.com/newsletter](http://www.beevt.com/newsletter).

### Company Contact:

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### Investor Contacts:

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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: planted acres of strawberries in Florida, selling price of competitive chemical pesticides and the US to Canadian dollar exchange rate. 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, filed with the securities regulatory authorities in certain provinces of Canada and available at [www.sedar.com](http://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.