

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

August 18, 2022

Item 3 News Release

The news release was disseminated on August 18, 2022 by way of the facilities of Newsfile. The news release was also filed on SEDAR with the Ontario Securities Commission, British Columbia Securities Commission and the Alberta Securities Commission and posted to the Issuer’s disclosure hall at the Canadian Securities Exchange.

Item 4 Summary of Material Change

On August 18, 2022, the Issuer announced that it settled outstanding fees owed to certain creditors for consulting, management and bookkeeping fees totaling \$360,441, by way of the issuance of 2,120,241 common shares issued at a price of \$0.17 per common share.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Issuer entered into debt settlement agreements (“Settlement Agreements”) to settle outstanding fees owed to certain creditors for consulting, management and bookkeeping fees totaling \$360,441, by way of the issuance of 2,120,241 common shares issued at a price of \$0.17 per common share. Of the total amount owed, \$39,550 is owed to Chelsian Sales & Marketing Inc., a private company in which Michael Collinson is a principal, \$101,333 is owed to Ashish Malik, and \$16,950 is owed to Kyle Appleby, all insiders of the Issuer (together, the “Insiders”). The disinterested Directors of the Issuer have approved the Settlement Agreements with each of the Insiders.

Securities issued pursuant to the Settlement Agreements will be subject to a statutory hold period of four months plus a day from issuance in accordance with applicable securities laws.

The debt settlement is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (“MI 61-101”) by virtue of the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in that the fair market value of the consideration for the securities of the Issuer to be issued to the Insiders does not exceed 25% of its market capitalization.

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

August 23, 2022