

**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**

April 30, 2024

**Item 3 News Release**

The news release was disseminated on May 1, 2024 by way of the facilities of The Newswire. 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 Canadian Securities Exchange.

**Item 4 Summary of Material Change**

The Issuer closed the previously announced debt settlement and issued 11,037,485 common shares to settle \$386,312 in debts to one bona fide creditor of the Issuer.

The Issuer issued 2,600,000 common shares at a price of \$0.05 per common share to satisfy the repayment of \$100,000 in secured notes (the “Notes”).

The Issuer issued 3,539,625 restricted share units (“RSUs”) to employees and consultants at a price of \$0.05 per RSU in lieu of certain cash payments for future services.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Issuer announces that further to the news release dated April 23, 2024, it closed the previously announced debt settlement and issued 11,037,485 common shares at a price of \$0.035 per common share to fully settle outstanding debts owed to a creditor in the amount of \$386,312. All securities issued pursuant to the debt settlement are subject to a statutory hold period that will expire on August 31, 2024, in accordance with applicable securities laws.

The Issuer also announced that it has drawn down the 3rd tranche of \$100,000 in Notes from the previously announced Loan Agreement dated December 11, 2023 and it has issued 2,600,000 common shares at a price of \$0.05 per common share. The conversion of the Notes into common shares included a 10% repayment penalty fee and a 20% facilitation fee payable to the noteholders. The common shares issued in satisfaction of the Notes were issued in accordance to NI 45-106 section 2.42(1) and are free trading from issuance.

The Issuer has also issued an aggregate of 3,539,625 RSUs”) to employees and consultants pursuant to the Issuer’s restricted share unit plan (the “RSU Plan”). A

portion of the RSUs will vest immediately with the remaining RSUs vesting four months from the date of issuance. Each RSU shall entitle the holder thereof to acquire one common share of the Issuer by delivering a notice of acquisition to the Issuer in accordance with the RSU Plan. In accordance with the RSU Plan, the RSUs were priced at \$0.05 which was above the closing market price on April 30, 2024. The RSUs were awarded to employees and consultants who have agreed to restructure their compensation and receive RSUs in lieu of certain cash payments for future services. All of the noted RSUs remain subject to the Issuer receiving shareholder approval of its RSU plan at its annual general and special meeting which is being re-scheduled for early July 2024.

**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 6, 2024