

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

July 9, 2024

Item 3 News Release

The news release was disseminated on July 10, 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 debt settlement agreements (the “**Settlement Agreements**”) to fully settle outstanding debts owed to three creditors and one director (the “**Creditors**”) for M&A advisory services, expenses for reimbursement and directors fees. Pursuant to the Settlement Agreements, the Issuer has issued an aggregate of 7,409,715 common shares (“**Shares**”) at a deemed price of \$0.015 per Share, based on a 20-day VWAP (the “**Share Settlement**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

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Pursuant to the Share Settlement, the Issuer has settled \$111,145.74 in bona fide debts owed to the Creditors. The board of directors of the Issuer determined that it was in the best interests of the Issuer to settle the outstanding debts by the issuance of the Shares in order to preserve the Issuer's cash for working capital.

The Issuer relied on the “Employee, Executive Officer, Director and Consultant” exemption contained in section 2.24 (the “**Exemption**”) of National Instrument 45-106 - Prospectus Exemptions, to issue an aggregate of 3,766,666 Shares to two of the Creditors. The Canadian Securities Exchange waived the requirement to impose a 4 month and one day hold period on these Shares. The balance of the Shares are subject to

a statutory hold period of 4 months plus a day from issuance in accordance with Canadian Securities laws which will expire on November 10, 2024.

The debt settlement with the insider of the Issuer 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 Insider does not exceed 25% of its market capitalization.

The Issuer also announces that it will be issuing 4,467,771 Common shares at a price of \$0.015 per Common share (the “**Interest Payment Shares**”), to settle a semi-annual interest payment due to Sorbie Bornholm LP pursuant to the issuance of 1,900 notes for gross proceeds of \$1,900,000 from the private placement that closed on July 11, 2022 (the “**Sorbie Private Placement**”).

Pursuant to applicable Canadian securities laws, the Interest Payment Shares issued pursuant to the Sorbie Private Placement will be issued under prospectus exemptions and are not subject to any hold periods or resale restrictions.

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

July 12, 2024