

## **Form 51-102F3 Material Change Report**

### **Item 1: Name and Address of Company**

Better Plant Sciences Inc. (the “**Company**”)  
Suite 200 – 1238 Homer Street  
Vancouver, BC V6B 2Y5

### **Item 2: Date of Material Change**

August 31, 2021

### **Item 3: News Release**

A news release was issued and disseminated on September 1, 2021 via [www.baystreet.com](http://www.baystreet.com) and [www.stockwatch.com](http://www.stockwatch.com) and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Item 4: Summary of Material Change**

On August 31, 2021, the Company closed the first tranche of its private placement offering issuing 900 units at a price of \$1,000 per unit for gross proceeds of \$900,000 (the “**First Tranche**”).

### **Item 5: Full Description of Material Change**

The Company issued 900 units at a price of \$1,000 per unit for gross proceeds of \$900,000 (the “**Units**”). Each Unit consists of a repayable note with a value of \$1,000 (the “**Debentures**”) and 12,500 warrants to purchase common shares of the Company (the “**Warrants**”). The Debentures bear interest at a rate of 10% per annum on an accrual basis from issuance, calculated and payable semi-annually in arrears on May 31 and November 30 of each year with such payment commencing on November 30, 2021, with a redemption date that is 24 months from issuance. The Debentures will be convertible in full or in part, at the holders’ option, into common shares in the capital of the Company at a price of \$0.08 per common share, at any time prior to their redemption. Each Warrant will entitle the holder thereof to acquire one common share of the Company at a price of \$0.11 per share for a period of 36 months from the date of issue.

In connection with the closing of the First Tranche, the Company has paid a cash commission of \$81,000, a corporate finance fee, and granted an aggregate of 1,012,500 warrants (the “**Agent Warrants**”) with each such Agent Warrant entitling the holder to purchase one common share and one share purchase warrant (each, an “**AW Warrant**”) of the Company at a price of \$0.08 for a period of 36 months from the date of issue. Each AW Warrant is exercisable to purchase one additional common share of the company at a price of \$0.11 for a period of 36 months from the date of issue of the Agent Warrants.

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

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

Penny White  
CEO and President  
Telephone: (833) 514-2677

**Item 9: Date of Report**

September 2, 2021