

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

February 14, 2022

Item 3: News Release

A news release was issued and disseminated on February 15, 2022 via www.baystreet.com and www.stockwatch.com and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

The Company entered into a binding letter agreement dated February 14, 2022 with respect to a reverse merger transaction (the “**Transaction**”).

Item 5: Full Description of Material Change

See press release attached hereto as Schedule “A” for full description of the Transaction.

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

February 25, 2022

SCHEDULE "A"

See attached.

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Better Plant to Complete RTO with Metaverse Networks

Vancouver, B.C. – February 15, 2021: Better Plant Sciences Inc. (CSE: PLNT) (OTCQB: VEGGF) (FRA: YG3) (“Better Plant” or the “Company”) is pleased to announce the execution of a binding letter agreement (the **“Letter Agreement”**) dated February 14, 2022, with respect to a reverse merger transaction (the **“Transaction”**) between Better Plant, Metaverse Networks Inc. (**“Metaverse”**) and 1233392 B.C. Ltd., a wholly owned subsidiary of the Company (**“Subco”**). The resulting issuer from the Transaction (the **“Resulting Issuer”**) will carry on the current business of Metaverse.

The Transaction is expected to be treated as a fundamental change in accordance with the policies of the Canadian Securities Exchange (the **“CSE”**). As a result, trading in the common shares of the Company is currently halted in accordance with the policies of the CSE and will remain halted until such time as all required documentation in connection with the Transaction has been filed with and accepted by the CSE and permission to resume trading has been obtained from the CSE.

About Metaverse

Metaverse is a private corporation in the business of developing a simulated digital environment in the Augmented Metaverse called FreedomX that will use augmented reality, virtual reality, artificial intelligence, 3D and blockchain, along with concepts from social media, to create spaces for rich user interaction and commerce in a digitally simulated v-marketplace world that is integrated with the real world. The platform is anticipated to be beta launched at www.freedomX.com in May 2022.

Freedomx will be launched as a virtual mall social media metaverse where influencers, creators, brands and everyone can bridge the gap between physical and augmented metaverse experiences with virtual goods, games, avatars while interacting, buying, playing, selling, and ranking products and services. FreedomX is a social impact ESG-based platform that is built with accessibility technology and uses blockchain and AI to certify and create trusted user profiles while keeping data ownership.

The Transaction

Under the terms of the Letter Agreement, the Transaction will be completed by way of a three-cornered amalgamation between Better Plant, Metaverse and Subco, pursuant to which Metaverse and Subco will amalgamate to form one corporation (**“Amalco”**) and Better Plant will acquire 100% of the issued and

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outstanding common shares of Metaversive (each, a “**Metaversive Share**”) from the holders of the Metaversive Shares in exchange for common shares of Better Plant (each, a “**BPS Share**”) on a 1:1 basis. Upon the closing of the Transaction, Amalco will become a wholly-owned subsidiary of the Resulting Issuer. In connection with the Transaction, Better Plant will reconstitute its board of directors and senior officers and promptly following the closing of the Transaction, Better Plant will change its corporate name and the Resulting Issuer will conduct its business under the new name.

At the conclusion of the Transaction, the largest shareholder of the Resulting Issuer will be Ztudium Inc., a company owned by Dinis Guarda. Ztudium is a leading global maker of industry 4IR Fourth Industrial Revolution technologies and research. Ztudium builds software, research products and service solutions, using blockchain, AI and digital transformation DNA. It creates proprietary leading platforms, software products for businesses and governments. Ztudium is part of the EU AI Alliance and has built a global ecosystem reaching over 10 million people a month and has built a revolutionary set of SaaS and media products.

Although Better Plant and Metaversive have certain directors, officers and shareholders in common, the transaction is not anticipated to be subject to the conditions of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*. Consideration for the acquisition of Metaversive will be one post-consolidation share of Better Plant issued for every outstanding share of Metaversive at the time of closing. More details on the consideration and financial information of Metaversive will be provided at a later date.

The completion of the Transaction is subject to the satisfaction of various conditions that are customary for a transaction of this nature, including but not limited to (i) the negotiation of an amalgamation agreement that will supersede the Letter Agreement and set out in full the terms of the Transaction (the “**Amalgamation Agreement**”); (ii) the delivery of audited financial statements of Metaversive; (iii) the completion of a consolidation of the BPS Shares at the ratio of one (1) new share for every two (2) existing shares; (iv) the approval of the Transaction by a special majority of the shareholders of Metaversive; and (v) the receipt of all requisite regulatory, stock exchange or governmental authorizations and consents, including the authorization and consent of the CSE.

At this time, the Company and Metaversive are in the process of completing their respective due diligence investigations of the other party and anticipate entering into the Amalgamation Agreement on or before March 23, 2022, with the closing date of the Transaction scheduled to occur no later than May 6, 2022.

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There can be no assurance that the Transaction will be completed on the terms described in the Letter Agreement or at all.

Pursuant to the Letter Agreement, each of Better Plant and Metaversive is permitted to complete a pre-closing equity financing consisting of units for gross proceeds of up to \$3,000,000. Each unit will consist of one share and one half-warrant, with each whole warrant exercisable into one share at a price and for a term to be determined by the parties. All units that may be issued by Metaversive in advance of the closing of the Transaction will be exchanged into a corresponding number of units of the Resulting Issuer on a one-to-one basis.

Management of the Resulting Issuer

Subject to applicable shareholder and regulatory approval, upon completion of the Transaction, the board of directors and management of the Resulting Issuer will be comprised, in part, of the following individuals:

Dinis Guarda, Director and Chief Executive Officer - Mr. Guarda is regularly featured as “top 1, 5, 10, 20 most influential global personalities by Thinkers360.com and many others' in technology, blockchain, fintech, AI, smart cities, and social media lists. Mr. Guarda is a keynote speaker in events with governments and runs a Youtube podcast that ranks top 1869 in the World in SocialBlade Tech Rank where he interviewed personalities like the Minister of Science and Technology of Japan. Mr Guarda is a serial entrepreneur and some of his achievements include: creating a bank between Asia, and Africa, Advising strategies and building technologies for governments in Europe, Africa and Asia, and working with the likes of UN, Mastercard, Philips, Barclays, IBM and Hyperloop Transportations among other global organizations and corporations. He is the founder of Ztudium Limited, Citiesabc.com, Intelligenthq.com, fashionabc.com, and OpenBusinessCouncil.org. He has been a guest lecturer in leading business schools like Copenhagen and is the author of “4IR - AI Blockchain Fintech IoT - Reinventing a Nation”, “How Businesses & Governments Can Prosper with Blockchain AI Tech”, and “Metaverse NTFs Uprising – The citiesabc Ultimate Guide To Non-Fungible-Tokens and the web 3.0 new Agora the Metaverse(s)”. Mr. Guarda’s personal social media and group website outreach have monthly direct access to over 10 million users. He also contributes to and has been featured in CNBC, Forbes, Yahoo and Fortune.

Spiros Margaritis, Director - Mr. Margaritis is a venture capitalist, futurist, keynote speaker, board member and senior advisor. He is the founder of Margaritis Ventures, and is the first international influencer to achieve ‘The Triple Crown’ ranking (the No. 1 Fintech, Artificial Intelligence (AI) and Blockchain influencer

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by Analytica). He was also ranked the global No. 1 Finance Influencer by Refintiv (Thomson Reuters). Mr. Margaris was named The Key Opinion Leader (KOL) in Fintech (Who's Who in Fintech?) by Analytica. He regularly appears in the top three positions of established global industry influencer rankings. Two fintech startups he advised have become unicorns (valuations of over \$1 billion: wefox and STC Pay). He is a keynote speaker at international FinTech and InsurTech conferences. He also gave a TEDxAcademy Talk and published an AI white paper, "Machine learning in financial services: Changing the rules of the game," for the enterprise software vendor SAP.

Penny White, Director - Mrs. White's experience as an entrepreneur includes online music, international film distribution, mobile payments, blockchain technology, crowdsourcing, renewable energy, pharmaceuticals, eCommerce, law and consumer products. She has been recognized on PROFIT Magazine's W100 list of top Canadian female entrepreneurs. Under her leadership as CEO, her law firm, Bacchus Law Corporation, was in the PROFIT 500 Fastest Growing companies in 2015 and 2016 based on revenues. Penny has extensive experience in capital markets and has been involved in over 100 private to public transactions. She was a co-founder and an initial director and officer of Merus Labs Inc., which had revenues of \$111 million in fiscal 2016 and was acquired by Norgine B.V. in July 2017 for approximately \$342 million. Penny is recognized as a thought leader and regularly participates as an expert speaker for keynotes and panels on Capital-raising and Fintech, including CryptoHQ, alongside the World Economic Forum in Davos in 2018. Penny has been featured in The National Post, The Globe and Mail, BNN, Chatelaine, Business in Vancouver, Breakfast Television and more. Penny is also a published author for Forbes as a former member of the invite-only, Forbes Technology Council. She has a Certificate in Leading Sustainable organizations and a Certificate in Fighting Climate Change, both from Oxford University.

Hilton Supra, Director - Mr. Supra is the CBDO and co-founder of Ztudium Limited projects techabc and openbusinessescouncil.org citiesabc.com and its leading technology iDNA, an ecosystem specialized in bridging the best of AI, Fintech, and Blockchain. With more than 30 years of Banking and Asset Management experience in London from Quantitative Asset Management, Capital Markets, Hedge Funds, and Private Equity. Hilton has worked in London for Morgan Grenfell, Deutsche Bank, AXA Rosenberg Investment Management, EIM Fund of Hedge Funds, and Cheyne Capital. Hilton has always been on the leading edge of innovation in banking, capital markets, derivative trading, quantitative asset management, hedge funds, and since 2015 the application of blockchain, AI, and fintech 360 especially in the financial and investment industries.

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Additional Information

The completion of the Transaction is subject to a number of conditions, including but not limited to, the acceptance of the CSE and if applicable, shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

No directors or 10% owners of Better Plant have any interest in Metaversive but the Transaction may be characterized as a related party transaction as the President and CEO of Better Plant, Penny White, is a director, shareholder and President of Metaversive.

Investors are cautioned that, except as disclosed in the management information circular or listing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

The securities referenced herein have not been registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, a person in the United States or a U.S. person (as defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and any applicable state securities laws, or compliance with an exemption therefrom. This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

For additional information on Better Plant Sciences Inc:

Penny White

President, Chief Executive Officer & Director

1-833-515-2677

penny@betterplantsciences.com

About Better Plant

Better Plant is in the business of selling consumer products.

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The Canadian Securities Exchange has not reviewed, approved or disapproved the contents of this news release.

Cautionary Statement Regarding Forward-Looking Statements

This press release includes forward-looking information and statements (collectively, “forward looking statements”) under applicable Canadian securities legislation. Forward-looking statements are necessarily based upon a number of estimates, forecasts, beliefs and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such risks, uncertainties and factors include, but are not limited to: risks related to the completion of the Transaction; risks related to the development, testing, licensing, brand development, availability of packaging, intellectual property protection, reduced global commerce and reduced access to raw materials and other supplies due to the spread of COVID-19; the potential for not acquiring any rights as a result of the Company’s patent application; risks that any products making use of the intellectual property may be ineffective or the Company may be unsuccessful in commercializing them; that other approvals will be required before commercial exploitation of the intellectual property can happen; demand for the Company’s products; general business, economic, competitive, political and social uncertainties; delay or failure to receive board or regulatory approvals where applicable; and the state of the capital markets. Better Plant cautions readers not to place undue reliance on forward-looking statements provided by the Company, as such forward-looking statements are not a guarantee of future results or performance and actual results may differ materially. The forward-looking statements contained in this press release are made as of the date of this press release, and Better Plant expressly disclaims any obligation to update or alter statements containing any forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law.