



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

April 26, 2022

Item 3: News Release

A news release was issued and disseminated on April 26, 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 definitive merger agreement on April 26, 2022 (the “**Merger Agreement**”) with Metaversive Networks Inc. (“**Metaversive**”) and 1233392 B.C. Ltd., a wholly owned subsidiary of the Company for a reverse merger transaction between the Company and FreedomX (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

May 4, 2022

SCHEDULE "A"

See attached.



Better Plant Announces Entry into Definitive Merger Agreement

Vancouver, B.C. – April 26, 2022: Better Plant Sciences Inc. (CSE: PLNT) (OTC: VEGGD) (FRA: YG3) (“Better Plant” or the “Company”) is pleased to announce that further to its news release dated February 15, 2022, the Company has entered into a definitive merger agreement on April 26, 2022 (the “**Merger Agreement**”) for the reverse merger transaction (the “**Transaction**”) between FreedomX Metaverse Networks Inc. (formerly called Metaverse Networks Inc.) (“**Metaverse**”) and the Company. The Merger Agreement was entered into between the Company, Metaverse and 1233392 B.C. Ltd., a wholly owned subsidiary of the Company (“**Subco**”).

The Merger Agreement states that the Transaction will be completed by way of a three-cornered amalgamation between the Company, Metaverse and Subco, pursuant to which Metaverse and Subco will amalgamate to form Amalco and the Company will acquire 100% of the issued and outstanding Metaverse Shares from the holders of the Metaverse Shares in exchange for common shares of the Company on a 1:1 basis. Upon the closing of the Transaction, Amalco will become a wholly-owned subsidiary of the Resulting Issuer. Pursuant to the completion of the Transaction, the Company is obligated to complete a 2 for 1 consolidation of its stock and change its name from Better Plant Sciences Inc. to FreedomX Metaverse Inc. prior to completion of the Transaction.

The Merger Agreement contemplates that after receipt of all required approvals, the parties will enter into the Amalgamation Agreement to effect the Amalgamation. On completion of the Amalgamation, each previously issued common share of Subco owned by the Company will be cancelled and the Company will receive one common share of Amalco for each common share of Subco held by it. In addition, each previously issued Metaverse Share will be cancelled and each Metaverse Shareholder will receive one Common Share of the Company for each Metaverse Share formerly held by them. The outstanding warrants and options of Metaverse will be exchanged into warrants and options of the Resulting Issuer on an identical basis.

The Transaction will result in the Company acquiring all of the issued and outstanding securities of Metaverse, and Amalco (which is in substance Metaverse) becoming a wholly owned subsidiary of the Company. At the conclusion of the Transaction, the largest shareholder of the Resulting Issuer will be Ztudium Limited, a software development company incorporated under the laws of England, and owned by Dinis Guarda, who is the Chief Executive Officer of Metaverse.

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Pursuant to the Merger Agreement, the following individuals shall be appointed as directors of the Resulting Issuer at the closing of the Transaction: Dinis Guarda, Hilton Supra and Penny White and the following directors of the Company shall continue as directors of the Company: Cole Drezdoff and Spiros Margaris. According to the Merger Agreement, at closing of the Transaction, the officers of the Company shall be Dinis Guarda, as Chief Executive Officer, Hilton Supra as Chief Strategy Officer, Penny White as President, Sonesh Sira as VP, Partnerships and Heather Williamson as VP, Corporate Finance and Corporate Secretary.

Each of the Company and Metaverse is permitted to complete a pre-closing equity financing. The Company may undertake a financing at a price not less than \$0.35 per unit for gross proceeds of not more than \$6,000,000 or otherwise as the Company and Metaverse mutually agree. Metaverse may undertake a financing at a price of not less than \$0.35 per unit, for gross proceeds of not more than \$1,152,299, or otherwise on such terms and conditions as the Company and Metaverse agree.

There are currently 30,993,531 shares issued and outstanding in Metaverse, of which 24,000,100 shares will be subject to 3 year escrow provisions, in accordance with National Policy 46-201.

The closing of the Transaction is subject to a number of conditions, including that a 2:1 consolidation of the Company's shares be completed, and that a special majority of the Metaverse Shareholders approve the Transaction, and that approval from the Canadian Securities Exchange be granted for the Transaction.

Although the Company and Metaverse have certain directors, officers and shareholders in common, the transaction is not subject to the requirements of Multilateral Instrument 61-101 (the "**Instrument**") since it does not constitute a "related party transaction" of the Company under Part 5 of the Instrument and falls within one of the exceptions to the definition of the term "business combination" in Section 1.1 of the Instrument.

The Transaction is anticipated to constitute a fundamental change under Exchange Policy 8, which states that "a fundamental change or change of business of a listed issuer effectively results in a new issuer, such that the existing disclosure record cannot be relied upon to fairly value the company's securities. A "fundamental change" is a major acquisition accompanied or preceded by a change of control."

The Company anticipates that its stock will continue to be halted until the close of the Transaction.

About FreedomX Metaverse Networks Inc.

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Metaverse is a private technology company in the business of developing a suite of online and mobile products and services to enable organizations and individuals to interact and do business within the Metaverse.

On Behalf of the Board:

Penny White

President, Chief Executive Office, Better Plant

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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

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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.