

FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Deveron UAS Corp. (the “**Company**”)
1208-330 Bay Street
Toronto ON M5H 2S8

2. **Date of Material Change**

February 23, 2018

3. **News Release**

A press release disclosing the material change was released on February 23, 2018, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company announced that it had completed a non-brokered private placement (the “**Offering**”) through the issuance of 8,180,172 Units (as defined below) of the Company for gross proceeds of \$2,863,060.

Each Unit consists of one common share in the capital of the Company (a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder to purchase one Common Share of the Company at a price of \$0.50 per Common Share for a period of 24 months from the closing date.

All securities issued in connection with the Offering are subject to a hold period until four months and a day from the date of closing. Net proceeds will be used by the Company to further the business of the Company and for general working capital purposes.

As consideration for the services provided by finders in connection with the closing of the Offering, finders received cash commissions equal to the aggregate of 6% of subscription proceeds and an aggregate of 6% compensation warrants (the “**Compensation Warrants**”). Each Compensation Warrant will entitle the holder to purchase one Common Share of the Company at a price of \$0.35 per Common Share for a period of 24 months from the date of closing.

Pursuant to the completion of the Offering led by Gravitass, the Company entered into an advisory agreement with Gravitass (the “**Advisory Agreement**”). In connection with the Advisory Agreement, the Company agreed to grant 500,000 stock options (the “**Options**”) to Gravitass. Each Option will entitle Gravitass to purchase one Common Share of the Company at a price of \$0.37 per Common Share pursuant to a vesting period over 12 months from the date of the Advisory Agreement.

5. **Full Description of Material Change**

The material change is fully described in the press release which is attached as Schedule "A" hereto.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact David MacMillan, President and Chief Executive Officer of the Company at (416) 367-4571 ext. 226.

9. **Date of Report.**

This report is dated at Toronto, this 26th day of February 2018.

SCHEDULE "A"



DEVERON UAS CORP.

1208-330 Bay Street
Toronto ON M5H 2S8

FOR IMMEDIATE RELEASE

February 23, 2018

CSE: DVR

Deveron Completes \$2.86M Private Placement to Expand Drone Data Network for Farming and Enters into Advisory Agreement with Gravitass Securities Inc.

Toronto, Ontario - Deveron UAS Corp. (CSE: DVR) ("**Deveron**" or the "**Company**"), a leading drone data services company for farming, is pleased to announce that the Company has completed a non-brokered private placement (the "**Offering**") through the issuance of 8,180,172 Units (as defined below) of the Company for gross proceeds of \$2,863,060.

Each Unit consists of one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder to purchase one Common Share of the Company at a price of \$0.50 per Common Share for a period of 24 months from the date of closing.

All securities issued in connection with the Offering are subject to a hold period until four months and a day from the date of closing. Net proceeds will be used by the Company to further the business of the Company and for general working capital purposes.

"We're very pleased to not only complete a successful offering, but to gain the support of one of Canada's leading independent brokerage firms," continued Mr. MacMillan. "Gravitass played an instrumental role in the success of the private placement as exclusive advisor."

Goldman Sachs [reports](#) that key technologies in precision agriculture present a total addressable market of \$240 billion. Drones are helping pave the way for new ways to analyze information on the farm that provide value with respect to improved efficiencies on the application of fertilizer and other inputs. Farmers can also utilize drone data to understand what is happening in their crops during the grow season, as opposed to waiting until crops are ready for harvest.

"In 2017, we completed over 2,500 drone data flights across Canada," stated President & CEO, David MacMillan. "We are starting to see farmers and larger farming enterprises embrace drone data as a future driver of increased yields and reduced costs on the farm. Our goal is to continue to expand our drone data network to new geographies and serve new networks of customers that want to leverage the value of drone data on the farm."

As consideration for the services provided by finders in connection with the closing of the Offering, finders received cash commissions equal to the aggregate of 6% of subscription proceeds and an aggregate of 6% compensation warrants (the “**Compensation Warrants**”). Each Compensation Warrant will entitle the holder to purchase one Common Share of the Company at a price of \$0.35 per Common Share for a period of 24 months from the date of closing.

Pursuant to the completion of the Offering led by Gravitas, the Company entered into an advisory agreement with Gravitas (the “**Advisory Agreement**”). In connection with the Advisory Agreement, the Company agreed to grant 500,000 stock options (the “**Options**”) to Gravitas. Each Option will entitle Gravitas to purchase one Common Share of the Company at a price of \$0.37 per Common Share pursuant to a vesting period over 12 months from the date of the Advisory Agreement.

About Deveron UAS:

Deveron is an enterprise drone data services company focused on agriculture, offering the opportunity to increase yields and reduce costs using sophisticated Unmanned Aerial Systems (“UAS” or “drones”), sensors, software and analytics. Deveron’s drone data service network allows enterprise level customers to obtain on-demand, actionable data without exposure to technology and capital risks. The Company is focused on building a standardized constellation of drones and sensors to provide data in North America.

About Gravitas Securities Inc.

Gravitas Securities is a leading wealth management and capital markets firm comprised of tactical individuals known for their sophisticated sector expertise, commitment to excellence, and a global platform committed to integration and innovation. Gravitas provides a wide range of investment services for retail and corporate clients globally with offices in Toronto, Vancouver, and Calgary, and is represented in the United States through its FINRA representative, Gravitas Capital International, in New York.

Gravitas Securities Inc. is a member of IIROC and CIPF.

For more information and to join our community, please visit www.deveronuas.com or contact:

David MacMillan
President & CEO
Deveron UAS Corp.
416-367-4571 ext. 226
dmacmillan@deveronuas.com

This news release includes certain “forward-looking statements” within the meaning of that phrase under Canadian securities laws. Without limitation, statements regarding future plans and objectives of the Company are forward looking statements that involve various degrees of risk. Forward-looking statements reflect management's current views with respect to possible future events and conditions and, by their nature, are based on management's beliefs and assumptions and subject to known and unknown risks and uncertainties, both general and specific to the Company. Although the Company believes the expectations expressed in such forward-looking statements are reasonable, such statements are not guarantees of future performance and actual results or developments may differ

materially from those in our forward-looking statements. The following are important factors that could cause the Company's actual results to differ materially from those expressed or implied by such forward looking statements: changes in the world wide price of agricultural commodities, general market conditions, risks inherent in agriculture, the uncertainty of future profitability and the uncertainty of access to additional capital. Additional information regarding the material factors and assumptions that were applied in making these forward looking statements as well as the various risks and uncertainties we face are described in greater detail in the "Risk Factors" section of our annual and interim Management's Discussion and Analysis of our financial results and other continuous disclosure documents and financial statements we file with the Canadian securities regulatory authorities which are available at www.sedar.com. The Company undertakes no obligation to update this forward-looking information except as required by applicable law. The Company relies on litigation protection for forward looking statements.