

FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Deveron UAS Corp. (the “**Company**”)
1702-141 Adelaide Street West
Toronto, ON M5H 3L5

2. **Date of Material Changes**

April 16, 2020

3. **News Release**

Press releases disclosing the material changes were released on April 17, 2020, through the facilities of Global Newswire.

4. **Summary of Material Changes**

The Company announces the closing of the second and final tranche non-brokered private placement financing (the “**Offering**”) for gross proceeds of \$700,000 through the issuance of 7,000,000 units (each, a “**Unit**”) at a price of \$0.10 per Unit. Each Unit is comprised of: (1) one common share in the capital of the Company (each, a “**Common Share**”) and (ii) one half of one whole Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder to purchase one additional Common Share at an exercise price of \$0.20 on or before October 16, 2021.

5. **Full Description of Material Change**

A full description of the material change is described in the Company’s press release dated April 17, 2020, which is attached as Schedule “A” hereto.

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”).

(a) **a description of the transaction and its material terms:**

Mr. Roger Dent, a director of the Company, (the “**Related Party**”), subscribed for an aggregate of 250,000 Units issued pursuant to the Offering.

(b) **the purpose and business reasons for the transaction:**

The Company plans to use the net proceeds of the Offering for working capital and general corporate purposes.

(c) the anticipated effect of the transaction on the issuer’s business and affairs:

The Company plans to use the net proceeds of the Offering for working capital and general corporate purposes.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

The Related Party participated in the second tranche of the Offering, subscribing for 250,000 Units at \$0.10 per Unit for total proceeds of \$25,000.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

Prior to the completion of the Offering, Mr. Dent held, directly or indirectly 859,000 Common Shares and 150,000 common share purchase stock options (the “**Options**”). Upon closing of the second tranche of the Offering, Mr. Dent holds an aggregate of 1,109,000 Common Shares, representing approximately 2.14% of the issued and outstanding Common Shares on an undiluted basis, 125,000 Warrants and 150,000 Options. In the event that Mr. Dent exercises his Warrants and Options, he would hold an aggregate of 1,384,000 Common Shares, or approximately 2.66% of the issued and outstanding Common Shares of the Company, on a partially diluted basis.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

A resolution of the board of directors was passed on March 31, 2020 approving the Offering, with the Related Parties, as applicable, abstaining from voting in respect of their respective participation in the offering. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

(f) A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is

included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

- (g) **disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:**

- (i) **that has been made in the 24 months before the date of the material change report:**

Not applicable.

- (ii) **the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:**

Not applicable.

- (h) **the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:**

Other than the subscription agreements to purchase the Units pursuant to the Offering, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Offering. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Offering.

- (i) **disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:**

The participation in the Offering by the Related Party is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of securities being issued to the Related Party nor the consideration being paid by the Related Party exceeded 25% of the Company's market capitalization.

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. 2221.

9. **Date of Report**

This report is dated at Toronto, this 27th day of April, 2020

SCHEDULE "A"

DEVERON UAS CORP.
1702-141 Adelaide Street West
Toronto ON M5H 3L5

FOR IMMEDIATE RELEASE

CSE:DVR

April 17, 2020

Deveron Announces Closing of Second Tranche of Private Placement

Toronto, Ontario - Deveron UAS Corp. (CSE: DVR) (“**Deveron**” or the “**Company**”) a leading agriculture digital services and insights provider in North America is pleased to announce the closing of a second and final tranche (see press release dated, *April 7, 2020*) of a non-brokered private placement (the “**Offering**”) of units (“**Units**”). This final tranche was completed at a price of \$0.10 per Unit for gross proceeds of \$700,000 and a total of 7,000,000 Units issued. Combined with the first tranche, Deveron issued a total of 13,550,000 Units for aggregate gross proceeds of \$1,355,000 in connection with the Offering.

“We are pleased to see the additional interest in our growth plan and strategy,” commented David MacMillan, Deveron’s President and CEO. “With this investment round now complete, we are excited to execute and continue to build relationships with new customers both here in Canada and the United States. Our team has identified a number of opportunities to grow our footprint, which we are looking forward to communicating in the near future.”

Each Unit consists of one common share of the Company (a “**Common Share**”) and, one half of one Common Share purchase warrant, with each whole warrant being exercisable for one Common Share of the Company at an exercise price of \$0.20, for a period of 18 months from the date of issuance.

All securities issued in connection with this final tranche are subject to a four month hold period expiring August 16, 2020. In connection with this tranche, the Company issued a total of 420,000 broker warrants (each, a “**Broker Warrant**”), equal to 7% of the Units issued to subscribers introduced to the Company by certain eligible finders and paid cash of \$42,000, equal to 7% of the gross proceeds raised from the subscribers introduced to the Company by the finders. Each Broker Warrant entitles the holder thereof to acquire one Common Share at an exercise price of \$0.20 for a period of 18 months from the date of issuance.

The transaction constituted a related party transaction within the meaning of Multilateral Instrument 61-101 (“**MI 61-101**”) as an insider of the Company subscribed for an aggregate of 250,000 Units pursuant to the Offering. The Company is relying on the exemptions from the

valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by the insider does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

About Deveron UAS: Deveron is a leading agriculture technology company focused on providing data collection services and data insights in North America. Through its on-demand network of drone pilots and soil sampling technicians, the Company is providing scalable data acquisition solutions in the imagery and soil space. Additionally, through its wholly owned subsidiary Veritas Farm Management, the company provides growers in North America with independent data insights on the massive amount of data being generated on farms today.

For more information and to join our community, please visit www.deveronuas.com/register or reach us on Twitter [@DeveronUAS](https://twitter.com/DeveronUAS) or [@MyVeritas_HQ](https://twitter.com/MyVeritas_HQ)

David MacMillan

President & CEO Deveron UAS Corp.

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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.