

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

BYND Cannasoft Enterprises Inc.
2264 East 11th Avenue
Vancouver, BC
V5Z 1N6

Item 2. Date of Material Change

May 5, 2021

Item 3. News Release

A news release regarding the material change was issued on May 5, 2021

Item 4. Summary of Material Changes

The Issuer completed a previously announced, non-brokered private placement raising \$522,410 of gross proceeds.

Item 5. Full Description of Material Change

See press release attached as Schedule "A" hereto

Item 6. Reliance on subsection 7.1(2) and (3) of National Instrument 51-102

N/A

Item 7. Omitted Information

None.

Item 8. Executive Officer

The following senior officer of BYND Cannasoft Enterprises Inc. is knowledgeable about the material change and may be contacted by any of the Securities Commissions in respect to the change:

Gabi Kabazo, CFO
(604) 833-6820

Item 9. Date of Report

May 7, 2021



BYND CANNASOFT ENTERPRISES INC.

2264 East 11th Avenue

Vancouver, B.C.

Ph: (604) 833-6820

NEWS RELEASE - For Immediate Release

**BYND CANNASOFT ENTERPRISES INC. CLOSES \$522,410
NON-BROKERED PRIVATE PLACEMENT FINANCING**

Vancouver, British Columbia (May 5th, 2021) BYND Cannasoft Enterprises Inc. ("BYND" or the "Company") is pleased to announce that it has closed its previously announced, over-subscribed, non-brokered private placement financing (see press releases dated April 26, 2021 and May 3, 2021). In connection with the financing, the Company issued 435,337 common shares to investors at an issue price of \$1.20 per share, raising \$522,410.00 of gross proceeds. The Company intends to use the proceeds to complete the planning process for its proposed medical cannabis farm, to be located near Ashkelon, Israel and for general working capital purposes.

Mr. Moti Maram, the BYND's CEO noted that *"We were extremely pleased with the overwhelming interest from investors who wanted to participate in the offering and that we were able to close the financing so soon after the Company completed its listing on the Canadian Securities Exchange."*

About BYND Cannasoft Enterprises Inc.

BYND is an integrated software/cannabis company, based in Israel.

CRM Software

BYND owns and markets a proprietary customer relationship management (CRM) software product, known as "Benefit CRM". BYND's Benefit CRM software enables small and medium-sized businesses to optimize their day-to-day business activities such as sales management, personnel management, marketing, call centre activities and asset management. BYND's next generation Benefit CRM platform is nearing completion and will be ready for BETA testing in approximately four months.

Cannabis CRM

Building on its 20 years of experience in CRM software, BYND has recently begun development of an innovative new CRM platform, designed specifically to serve the needs of the medical cannabis industry. This new platform will be the first of its kind for the medical cannabis field and the Company is confident it will transform the industry into a more organized, accessible and price transparent market. Data and information collected through the operation of the Cannabis Farm (see below) and the products it

produces will allow BYND to test its new Cannabis CRM platform and adjust the platform as necessary. Additionally, operating the Cannabis Farm and selling medical cannabis will bring in additional revenue to further support BYND during the initial roll-out years of its cannabis CRM platform.

Cannabis Farm

BYND has recently obtained a primary growing license for growing medical cannabis in Israel and intends to construct a 3.7 acre farm facility near Ashkelon Israel, to grow medical cannabis. The Company's plans include the construction of 4 state of the art greenhouses, housing approximately 2.5 acres of total growing area. BYND estimates that, once fully operational its Cannabis farm facility will be able to produce 7,500kg of raw cannabis each year. BYND also intends to work with strategic partners to develop and market new, proprietary cannabis infused products for sale throughout Israel and for export.

For Further Information please refer to information available on the Company's website: www.cannasoft-crm.com, the CSE's website: www.thecse.com/en/listings/life-sciences/bynd-cann and on SEDAR: www.sedar.com.

Gabi Kabazo

Chief Financial Officer

Tel: (604) 833-6820

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Cautionary Note Regarding Forward-Looking Statements

This Press Release contains forward-looking statements that involve risks and uncertainties, which may cause actual results to differ materially from the statements made. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to such risks and uncertainties. Many factors could cause our actual results to differ materially from the statements made, including those factors discussed in filings made by us with the Canadian securities regulatory authorities. Should one or more of these risks and uncertainties, such as currency and interest rate fluctuations, increased competition and general economic and market factors, occur or should assumptions underlying the forward looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, or expected. We do not intend and do not assume any obligation to update these forward-looking statements, except as required by law. Shareholders are cautioned not to put undue reliance on such forward-looking statements.

The CSE has not reviewed, approved or disapproved the content of this press release.