**FORM 51-102F3**
**MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

   Deveron Corp. (the "**Company**")
   82 Richmond Street East, Suite 200
   Toronto, Ontario M5C 1P1

2. **Date of Material Change**

   March 9, 2022

3. **News Release**

   A press release disclosing the material change were released on March 9, 2022, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

   On March 9, 2022 the Company issued 857,143 units (the "**Units**") by way of a non-brokered private placement, at a price of $0.70 per Unit, for gross proceeds of $600,000.10 (the "**Offering**").

5. **Full Description of Material Change**

   In connection the Offering, the Company issued 857,143 Units at a price of $0.70 per Unit. Each Unit is comprised of one common share in the capital of the Company (each a "**Common Share**") and one-half of one whole Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share at an exercise price of C$0.90 at any time on or before March 9, 2024.

   All securities issued in connection with the Offering will be subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation. Gross proceeds raised from the Offering will be used for working capital and general corporate purposes. Raymond James Ltd. acted as financial advisor in connection with the Offering.

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. 221.

9. **Date of Report**

   This report is dated at Toronto, this 14th day of March, 2022.
   **Cautionary Statement Regarding Forward-Looking Information**

   *This material change report 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 worldwide 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.*