**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**

September 20, 2022

3. **News Release**

A press release disclosing the material change were released on September 20, 2022, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On September 20, 2022, the Company announced it completed a Letter of Intent (the “**LOI**”) with Frontier Labs Inc. (“**Frontier Labs**”), pursuant to which the Company and Frontier Labs intend to complete an Asset Purchase transaction (the ‘**Proposed Transaction**”) that would see Deveron acquiring 100% of Frontier Labs’ assets.

In addition, on September 20, 2022, the Company announced a non-brokered private placement with a European long only impact fund, through the issuance of 3,000,000 common shares (each, a “**Common Share**”) in the capital of the Company at a price of $0.50 per Common Share, for gross proceeds of $1,500,000 (the “**Offering**”).

5. **Full Description of Material Change**

The Company completed the LOI with Frontier Labs, pursuant to which the Company and Frontier Labs intend to complete the Proposed Transaction that would see Deveron acquiring 100% of Frontier Labs’ assets.

Pursuant to the terms of the LOI, Deveron has agreed to: (i) pay Frontier Labs an initial cash payment of US $825,000 upon completion of the Proposed Transaction and US $412,500 on each of the first two anniversaries following the completion of the Proposed Transaction; and (ii) issue such number of Common Shares in the capital of the Company equal to US $275,000 upon receipt of the approval of the TSX Venture Exchange (the “TSXV”) and an additional number of Common Shares equal to US $137,500 on each of the first two anniversaries following the completion of the Proposed Transaction.

Frontier Labs is a leading soil lab and agronomy company, based in Iowa, that services Iowa and Minnesota. The proposed acquisition continues Deveron’s strategy to vertically integrate the soil collection and analysis process within its ecosystem, while adding important local relationships in one of the Untied States largest agricultural regions. The proposed acquisition would be the fourth soil lab transaction in Deveron’s vertically integrated soil lab network and will create regional distribution in the US mid-west. In addition, the proposed acquisition will provide Deveron with a soil lab hub in Iowa to support its boots on the ground network of agronomists and soil technicians. Deveron will use the increased capacity to continue to execute its goal to help local agriculture achieve excellence using impartial date.

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The Company intends to use the net proceeds of the Offering to support continued organic growth and product development, and to pursue future acquisition opportunities.

The completion of the Proposed Transaction and the Offering are expected to close on or about September 30, 2022.

The completion of the Proposed Transaction and the Offering remain subject to all regulatory and other approvals, including the approval of the TSX Venture Exchange. 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.

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 27th day of September, 2022.

*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.*