**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**

   May 17, 2023

3. **News Release**

   A press release disclosing the material change was released on May 17, 2023, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

   On May 17, 2023, the Company announced that it completed the second and final tranche of its previously announced prospectus offering through the issuance of 550,000 common shares (each, a "**Common Share**") in the capital of the Company at a price of $0.31 per Common Share for gross proceeds of $170,500 (the "**Offering**").

5. **Full Description of Material Change**

   On May 17, 2023, the Company completed the final tranche of the Offering through the issuance of 550,000 Common Shares at a price of $0.31 per Common Share for gross proceeds of $170,500. The distribution of the Common Shares was qualified by the Company's shelf prospectus supplement (a "**Prospectus Supplement**") dated April 26, 2023, to the Company's short form base shelf prospectus for each of the provinces of Canada except Quebec, dated November 30, 2021 (the "**Base Shelf Prospectus**").

   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 of the Offering will be used to fund the Company's M&A strategy, consolidating the fragmented soil lab and crop consultant market in North America.

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.

9. **Date of Report**

This report is dated at Toronto, this 18th day of May, 2023.

**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*