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 16, 2024 and September 19, 2024

3. **News Release**

Press releases disclosing the material changes were released on September 16, 2024 and September 19, 2024, respectively, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On September 16, 2024, the Company completed the final tranche of its non-brokered private placement through the issuance of 21,991,300 units (the "**Units**") in the capital of the Company at a price of $0.07 per Unit for gross proceeds of $1,539,391 (the "**Offering**"). In total, an aggregate of 44,797,291 Units were issued for gross proceeds of $3,135,810.37 through the completion of the two tranches of the Offering.

On September 19, 2024, the Company satisfied certain conditions precedent (the "**Conditions Precedent**") to the settlement agreement (the "**Settlement Agreement**") dated August 14, 2024, between the Company and certain parties (the "**Settlement Parties**").

5. **Full Description of Material Change**

Each Unit was comprised of one common share (each, a "**Common Share**") in the capital of the Company 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 a price of $0.10 per Common Share until the date that is eighteen (18) months from the date of issuance.

In connection with the Offering, the Company paid Canaccord Genuity Corp. an aggregate of $100,060.42 and issued an aggregate of 1,429,430 broker warrants (each, a "**Broker Warrant**"). Each Broker Warrant entitles the holder thereof to acquire one Common Share at a price of $0.10 per Common Share for a period of 18 months from the date of issuance.

All securities issued in connection with the Offering are subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation. Net proceeds from the Offering will be used for general working capital purposes and for the partial repayment of certain promissory notes.

In addition, further to the Company's press release of August 15, 2024, the Company announced it intends to settle an outstanding promissory note (the "**Note**") in the amount of $400,000 through the issuance of 5,714,285 Units (the "**Debt Settlement**"), with each Unit being comprised of one Common Share and one-half of one Warrant. The Debt Settlement remains subject to receipt of all necessary corporate and regulatory approvals, including the approval of the TSX Venture Exchange.

In accordance with the Settlement Agreement, each of Bill Linton, Chris Irwin, Joelle Faulkner and Tim Close resigned as directors of the Company effective September 19, 2024.

Ron Patterson and Albert Contardi were appointed as directors of the Company effective September 19, 2024, which has been fixed at five directors. Ron Patterson was appointed the Chair of the board of directors of the Company.

The board of directors is now comprised of Messrs. Ron Patterson, Albert Contardi, David MacMillan, Roger Dent and Greg Patterson.

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 20th day of September, 2024.

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*