

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Agrios Global Holdings Ltd (the “Company”)
#2250-1055 W. Hastings Street
Vancouver, B.C. Canada V6E 3C9

Item 2 Date of Material Change

September 23, 2020

Item 3 News Release

The September 23, 2020 news release was disseminated through The Newswire (TNW).

Item 4 Summary of Material Change

On September 23, 2020, the Company announced the resignations of Mr. Chris Kennedy as President and CEO, Mr. Andrew Lange as CTO, both who remain as Directors of the Company, and the resignation of Mr. Sameet Kanade, as Interim CFO of Agrios.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Chris Kennedy
President, CEO, Director, (801) 455-4755.

Item 9 Date of Report

September 30, 2020

Agrios Global Holdings Ltd. Provides Corporate Update

Vancouver BC / NEWSWIRE / September 23, 2020 /TNW/ - Agrios Global Holdings Ltd. ([CSE: AGRO](#)) ([OTCQB: AGGHF](#)) (FSE: ØSA - WKN-A2N62K) ("Agrios" or the "Company") provides the following corporate update.

Management Changes

The Company announces Mr. Chris Kennedy has resigned as President & CEO of Agrios Global effective immediately. Mr. Kennedy will continue to serve as a member of the Board of Directors. Mr. Andrew Lange has resigned his position as CTO of Agrios Global effective immediately. Mr. Lange will also continue to serve as a member of the Board of Directors. Mr. Sameet Kanade has resigned his position as Interim CFO of Agrios Global. The Company will begin an executive search to fill the vacated positions as soon as possible.

Board Changes

Dr. Frederick Wagner has resigned his position as a member of the Board of Directors effective immediately.

On September 15, 2020, the British Columbia Securities Commission, as principal regulator, granted the Company temporary management cease trade order (the "**MCTO**"). As previously announced, the Company requires additional time to file the Annual Filings due to unforeseen impacts arising from the COVID-19 pandemic which have continued to delay the audit of the Company's annual financial statements. The Company continues to work on the completion of the audited statements, and the June 30, Q1 statements.

About Agrios Global Holdings Ltd.

Agrios Global Holdings is a data analytics-driven agriculture technology and services company advancing the latest innovations in indoor growing science. The Company owns, leases and manages properties and equipment for eco-sustainable agronomy and provides advisory services to support all aspects of aeroponic cultivation in the cannabis sector. Agrios is actively pursuing new opportunities to expand its portfolio of tenant growers and infrastructure assets in strategic licensed jurisdictions. Based in Vancouver, BC. Agrios is managed by a highly accomplished team of experienced industry and capital markets experts who are committed to the growth of the company.

For further information please contact:

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Director
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This news release was prepared by management of Agrios, which takes full responsibility for its contents. The Canadian Securities Exchange ("CSE") has not reviewed and does not accept responsibility for the adequacy of this news release. Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Forward Looking Statements

Statements in this news release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in Agrios' periodic filings with Canadian securities regulators. When used in this news release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should," and similar expressions, are forward-looking statements.

Forward-looking statements may include, without limitation, statements related the timing of the filing of the Annual Financial Statements and the filing of the bi-weekly default status reports.

Although Agrios has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: dependence on obtaining regulatory approvals; investing in target companies or projects which have limited or no operating history and are engaged in activities currently considered illegal under US Federal laws; change in laws; limited operating history; reliance on management; requirements for additional financing; competition; hindering market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult-use marijuana industry and; regulatory or political change.

There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. Because of these risks and uncertainties, the results or events predicted in these forward-looking statements may differ materially from actual results or events.

Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this news release are made as of the date of this release. Agrios disclaims any intention or obligation to update or revise such information, except as required by applicable law, and Agrios does not assume any liability for disclosure relating to any other company mentioned herein.

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