

# FORM 11

## **NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**

Name of Listed Issuer: Agrios Global Holdings Ltd. (the "Issuer").

Trading Symbol: AGRO

Date: September 9, 2019

### 1. New Options Granted:

Date of Grant: September 9, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Larry Ellison	Director	Yes	200,000		September 9, 2024	Nil
James Foster	Director	Yes	200,000		September 9, 2024	Nil
Herrick Lau	Officer	Yes	100,000		September 9, 2024	Nil
Andrew Lange	Officer	Yes	200,000		September 9, 2024	Nil
Chris Kennedy	Officer	Yes	200,000		September 9, 2024	Nil
Denise Lok	Consultant	No	100,000		September 9, 2024	Nil

Total Number of optioned shares proposed for acceptance: 1,000,000.

### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Chris Kennedy	550,000	\$0.60	July 26, 2018	July 26, 2023
James F. Foster	450,000	\$0.60	July 26, 2018	July 26, 2023

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Larry Ellison	450,000	\$0.60	July 26, 2018	July 26, 2023
Herrick Lau	450,000	\$0.60	July 26, 2018	July 26, 2023
Savio Chiu	400,000	\$0.60	July 26, 2018	July 26, 2023
John MacPhail	300,000	\$0.60	July 26, 2018	July 26, 2023
Leo Robinton	300,000	\$0.60	July 26, 2018	July 26, 2023
Curtis Livesay	300,000	\$0.60	July 26, 2018	July 26, 2023
Vania Gaudia	300,000	\$0.60	July 26, 2018	July 26, 2023
Andrew Lange	450,000	\$0.60	July 26, 2018	July 26, 2023
Denise Lok	400,000	\$0.60	July 26, 2018	July 26, 2023
HR1 Holdings Limited	200,000	\$0.60	July 26, 2018	July 26, 2023
Endurance Holdings Limited	200,000	\$0.60	July 26, 2018	July 26, 2023
Ray Lok	200,000	\$0.60	July 26, 2018	July 26, 2023
Rajoo Kamal	50,000	\$0.60	July 26, 2018	July 26, 2023
Clarus 360 Productions Inc.	300,000	\$0.60	July 26, 2018	July 26, 2023
Stephanie Wong	400,000	\$0.45	January 9, 2019	January 9, 2024
Clarus 360 Productions Inc.	300,000	\$0.45	January 9, 2019	January 9, 2021
Jill Clapperton	200,000	\$0.45	January 9, 2019	January 9, 2021
Atlanta Capital Partners LLC	100,000	\$0.45	January 9, 2019	January 9, 2021
George Oswald	100,000	\$0.45	January 9, 2019	January 9, 2021
Solidaire Investments Inc.	100,000	\$0.45	January 9, 2019	January 9, 2021
Kimberli Andrews	50,000	\$0.45	January 9, 2019	January 9, 2021
Robert Lanterman	300,000	\$0.67	March 15, 2019	March 15, 2024
Atomic Brand Lab, Llc	200,000	\$0.67	March 15, 2019	March 15, 2021
<b>Total:</b>	<b>7,050,000</b>			

(1) Set out number of optioned shares for each grant with different terms.

### 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

**N/A**

- (b) State the date of the news release announcing the grant of options.

**September 9, 2019**

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

**86,009,134**

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

**9.36%**

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

**550,913**

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

**On June 13, 2019, the Company closed it's a non-brokered private placement of unsecured convertible debentures in the principal amount of \$1,010,000. Please refer to the Company's Form 9 filed on June 13, 2019 and June 19, 2019.**

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

**On September 9, 2019, the Company closed an unsecured convertible credit facility of up to C\$8,571,500.21 (approximately US\$6,444,737) from funds from certain lenders pursuant to a standby convertible loan agreement. As consideration to the lenders for making the Facility available, the Company also issued to the lenders an aggregate of 4,633,243 common shares of the Company (the "Bonus Shares").**

**The Facility is in the form of convertible debentures issued by the Company, totalling up to C\$8,571,500.21 (the "Notes") on a private placement basis pursuant to applicable securities laws exemptions. The Company shall have a right prior to the six-month anniversary of the closing date to request in writing for an advance or advances from the Facility, subject to certain conditions (the "Drawdown"). Each Drawdown will be a minimum of C\$500,000. The Company has requested for a Drawdown of an aggregate of \$1,256,500.**

**~~All Notes shall have a maturity date of 36 months from the date of the~~**

advance (the “Maturity Date”), and shall bear interest at a rate equal to 18% per annum, payable in cash or common shares of the Company (the “Shares”), at the discretion of the Company, on the last business day of each calendar year. The principal and any accrued interest on the Notes are convertible at the option of the holder into Shares at a price of C\$0.37 per Share (the “Conversion Price”).

The Notes will be subject to early redemption, either in whole or part, by the Company at any time following the Advance Date, a price equal to the outstanding principal amount of the Notes plus all accrued and unpaid interest as at and including the redemption date. The Company may force the conversion of all of the then outstanding Notes, including accrued and unpaid interest at the Conversion Price if the volume weighted average closing price of the Common Shares is C\$0.74 for any 10 consecutive trading day period. Please refer to the Company’s Form 9 dated August 30, 2019 and September 6, 2019.

The Company has accepted the resignation of Savio Chiu from the Company’s board of directors effective \_\_\_\_\_, 2019, and Andrew Lange, Chief Technology Officer, was appointed as a director of the Company. Larry Ellison, a director of the Company, has been appointed Chief Administrative Operating Officer and James Foster, a director of the Company, has been appointed as Executive Chairman.

#### 4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
- 4.
5. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated September 10, 2019.

Herrick Lau

Name of Director or Senior  
Officer

"Herrick Lau"

Signature

CFO

Official Capacity