

FORM 1A

APPLICATION LETTER

AGRIOS GLOBAL HOLDINGS LTD.

November 2, 2018

Canadian Securities Exchange
220 Bay Street
9th Floor
Toronto, Ontario
M5J 2W4

Dear Sirs/Mesdames:

Re: Qualification for Listing of Agrios Global Holdings Ltd. (the “Issuer”)

The Issuer hereby applies to have the following securities qualified for listing, on the Canadian Securities Exchange: Common Shares.

There are currently 83,637,389 shares issued and outstanding and 21,651,053⁽¹⁾ shares reserved for issuance (includes 5,300,000 Common Shares to be issued upon exercise of Stock Options, 742,400 Common Shares⁽¹⁾ to be issued upon exercise of Warrants, 13,500,000 Common Shares to be issued upon exercise of Performance Warrants, 1,663,213 Common Shares to be issued upon exercise of Finders’ Warrants, and 445,440 Common Shares to be issued upon exercise of Agent’s Compensation Options).

Please find enclosed, in duplicate, Form 1B Listing Application, Form 2A Listing Statement, Form 2B Listing Summary, executed Listing Agreement, the supporting documents set out in Appendix A to the Listing Application. The initial application fee of \$3,500 plus GST was provided to the CSE by wire transfer in August 2018.

[Signature Page Follows]

Notes:

(1) Each of the 7,424,000 Warrants issued and outstanding are exercisable to acquire, without further consideration, 0.10 Common Shares (each whole Common Share, a “**Warrant Share**”) if the Issuer has not completed a Liquidity Event (as defined in the Agency Agreement) by the later of (i) 120 days following the respective date of closing, or (ii) December 31, 2018 (the “**Liquidity Expiry Date**”), provided that for each additional thirty day period after the Liquidity Expiry Date that the Issuer has not completed a Liquidity Event, each Warrant shall automatically convert into an additional 0.05 of a Warrant Share without further action or consideration by the holder subject to a pro-rata per diem adjustment should a Liquidity Event close within any such thirty day period.

Yours very truly,

AGRIOS GLOBAL HOLDINGS LTD.

Per:

"Herrick Lau"

Herrick Lau, CFO