

Agrios Announces Convertible Credit Facility

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VANCOUVER, Aug. 30, 2019 /CNW/ - Agrios Global Holdings Ltd. (CSE: AGRO) (OTCQB: AGGHF) (FSE: ØSA - WKN-A2N62K) ("**Agrios**" or the "**Company**") announces that it has arranged an unsecured convertible credit facility (the "**Facility**") of up to C\$8,113,000 (approximately US\$6,100,000) from funds from certain lenders. As consideration to the lenders for making the Facility available, the Company shall issue to the lenders 4,385,405 common shares of the Company (the "**Bonus Shares**"). The Bonus Shares shall be subject transfer restrictions for one year from the date of issuance.

The Company intends to use the net proceeds from drawdowns from the Facility to fund the future capital needs of the business and general working capital.

The Facility will be in the form of convertible debentures issued by the Company, totalling up to C\$8,113,000 (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 for an advance or advances, subject to certain conditions. Each advance will be a minimum of C\$500,000.

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.

The net proceeds from the Notes are expected to be used by the Company for general corporate purposes.

Previously Announced Convertible Debenture Offering

Further to its news releases on June 13 and 14, 2019 pertaining to the Company's private placement of unsecured convertible debentures (the "**Convertible Debenture Offering**"), the Company confirms that it is not proceeding to close any further tranches of the Convertible Debenture Offering.

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.

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.

This news release does not constitute an offer to sell or the solicitation of any offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Debentures and the Shares which may be issued on exercise thereof have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

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 to the Offering.

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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CNW 20:46e 30-AUG-19