

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**1. NAME AND ADDRESS OF COMPANY**

Argo Living Soils Corp.  
c/o 1357 54 Street  
Delta, BC  
V4M 3H6

**2. DATE OF MATERIAL CHANGE**

July 30, 2021

**3. NEWS RELEASE**

News release dated July 30, 2021 was issued through the facilities of Newsfile Corp.

**4. SUMMARY OF MATERIAL CHANGE**

Argo Living Soils Corp. (the “**Company**”) closed its \$800,000 initial public offering and announced its CSE listing date.

**5. FULL DESCRIPTION OF MATERIAL CHANGE**

Argo Living Soils Corp. closed its initial public offering (the “**IPO**”) of 8,000,000 units of the Company (the “**Units**”) sold at an offering price of \$0.10 per Unit for gross proceeds of \$800,000. Each Unit consists of one common share in the capital of the Company (a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one additional Common Share upon payment of the exercise price of \$0.35 at any time prior to 4:00 p.m. (Vancouver time) on August 3, 2023. The Company now has a total of 18,070,001 Common Shares issued and outstanding. The Company’s Common Shares are expected to commence trading on the Canadian Securities Exchange (the “**CSE**”) at the market open on August 3, 2021 under the symbol “**ARGO**”.

PI Financial Corp. (the “**Agent**”) acted as agent in connection with the IPO. In consideration for its services, the Agent received a corporate finance fee, cash commissions equal to 8.0% of the gross proceeds of the IPO and options to purchase that number of Common Shares as is equal to 8.0% of the total number of Units sold under the IPO (an “**Agent’s Option**”). Each Agent’s Option is exercisable at a price of \$0.10 per Common Share until August 3, 2023.

Additional information on the Company and the IPO can be found in the Company’s final prospectus dated June 30, 2021, as filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

No securities regulatory authority has either approved or disapproved of the contents of this news release. This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under

the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

**6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**7. OMITTED INFORMATION**

Not applicable.

**8. EXECUTIVE OFFICER**

Stephen Gerald Diakow  
President and CEO  
Argo Living Soils Corp.  
gdiakow@hotmail.com  
604-787-2811

**9. DATE OF REPORT**

July 30, 2021