**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

MustGrow Biologics Corp. (the "**Company**" or "**MustGrow**")

1005 201 2st Avenue South

Saskatoon SK S7K1J5

**Item 2 Date of Material Change**

July 17, 2019

**Item 3 News Release**

July 17, 2019

Method(s) of dissemination was through Globe Newswire.

**Item 4 Summary of Material Change**

MustGrow has elected to appoint Brian Quigley to the Board of Directors.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Please see the attached Press 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**

N/A

**Item 8 Executive Officer**

MustGrow Biologics Corp.

Corey Giasson, Chief Executive Officer

Tel: 306.668.2652

Email: info@mustgrow.ca

**Item 9 Date of Report**

July 17, 2019

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**MustGrow Appoints Former Altria Group Senior Executive and Operating Company Chief to Board of Directors**

SASKATOON, Saskatchewan (July 17, 2019) – MustGrow Biologics Corp. (MGRO-CSE) (“MustGrow” or the "Company"), an agricultural biotech company developing and commercializing a portfolio of natural biopesticides and biofertilizers for the cannabis industry, is pleased to announce the appointment of Brian Quigley to its board of directors subject to applicable regulatory approval. Brian brings to MustGrow over 20 years of regulatory expertise, brand building, marketing and operations experience. He is a proven leader in navigating complex regulatory environments for novel and innovative products – a competitive strategic advantage immeasurable to MustGrow.

Brian most recently spent 16 years at Altria Group, with seven of those years spent as president and CEO for U.S. Smokeless Tobacco and Nu-Mark, Altria’s innovation company. In his time at Altria, Brian spearheaded harm reduction strategies and worked to deliver results by creating change in the tobacco business in North America. Prior to Altria, Brian held branding and leadership roles with several companies, including Pinnacle Foods Corporation; International Home Foods, which is now part of ConAgra, Inc.; and within the advertising industry. Brian has launched dozens of new products, created consumer-focused innovation strategies, and built businesses and cultures that deliver results. After filling investing and strategic advisory roles in cannabis over the last four years, Brian formed Green Sky Strategy with other cannabis community leaders to create the first cannabis strategy team that combines deep cannabis industry and consumer experience with proven Fortune 500 strategic thinking. A graduate of the University of New Hampshire, Brian serves on the board of the Science Museum of Virginia Foundation and on the board of trustees of the Virginia Foundation for Independent Colleges.

“Brian brings extensive regulatory prowess, brand building and product innovation experience to MustGrow,” stated Corey Giasson, CEO of MustGrow. “His richly developed relationships in international food conglomerates, Big Tobacco and the cannabis community will spark powerful initiatives in all of MustGrow’s agriculture programs.”

**MustGrow’s Signature Products**

MustGrow’s signature, patented products are derived from mustard seed, utilizing the plant’s natural defense mechanism as a pre-plant soil biopesticide. Organic compounds found within mustard (Brassica) plants, combined with water, form allyl isothiocyanate (AITC), which is the active ingredient in MustGrow’s signature products. The Company feels that the natural AITC chemical has untapped potential to benefit agricultural production – both as a biopesticide/fungicide and biofertilizer – and has yet to be fully explored and commercialized. MustGrow has concentrated the active ingredient in both granular and liquid form to maximize safety and efficacy.

In addition to its signature biopesticides, MustGrow is compiling a science-based suite of biological products, assessing potential product labels from third parties. These products will be natural and/or organic biopesticides and biofertilizers, and MustGrow is working toward in-licensing private labels and/or distributing current third-party product brands to Canadian cannabis licensed producers (LPs) exclusively through MustGrow.

The first third-party product that MustGrow has brought in under this strategy is Triangle Plant Science’s TP-1000. MustGrow has exclusive distribution of TP-1000 in Canada and key registered cannabis markets globally. TP-1000 provides improved nutrient utilization in support of earlier growth and optimal flowering for plants, including cannabis. Third-party indoor trials have demonstrated excellent performance in hydroponic cannabis applications, with significant increases in yield, terpene and THC levels. MustGrow looks forward to testing this product with Canadian LPs and being the sole distributor to them.

**About MustGrow**

MustGrow is an agricultural biotech company focused on developing and commercializing its patented natural biologic product that acts as a pesticide, fungicide nematicide and fertilizer. Targeting the fruit, vegetable, turf, ornamentals and cannabis industries, MustGrow has designed a United States EPA- approved organic solution that uses the mustard seed’s natural defence mechanisms to protect plants from pests and diseases. Approximately $9 million has previously been spent and 110 independent tests completed, validating MustGrow’s remarkably safe and effective granular product.

MustGrow’s granular product is EPA-approved across all key U.S. states as a fertilizer and pesticide (currently limited to fertilizer in California) and is designated by Health Canada’s PMRA (Pest Management Regulatory Agency) as a fruit, vegetable, turf and ornamental biopesticide and biofertilizer.

In cannabis, MustGrow is currently developing reliable, safe and biological solutions that adhere to Health Canada’s strict regulations. MustGrow is positioning its signature product as an effective pre-plant soil treatment, reducing the chance for any added soil introduced to a greenhouse to bring in pests or diseases. MustGrow expects its biopesticide and biofertilizer will help licensed cannabis producers control the same conditions addressed in fruit and vegetable crops.

The Company has 25.0 million basic common shares issued and outstanding and 36.9 million on a fully- diluted basis. For further details, including MustGrow’s corporate presentation, please visit www.mustgrow.ca.

**ON BEHALF OF THE BOARD**

"Corey Giasson"

Director & CEO Phone: 306 668-2652

**Forward-Looking Statements**

Certain statements included in this website constitute “forward-looking statements” which involve known and unknown risks, uncertainties and other factors that may affect the results, performance or achievements of MustGrow.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects”, “is expected”, “budget”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might”, “occur” or “be achieved”.

Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of MustGrow to differ materially from those discussed in such forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, MustGrow.

These risks are described in more detail in MustGrow’s Prospectus and other continuous disclosure documents filed by MustGrow with the applicable securities regulatory authorities and available atwww.sedar.com. Readers are referred to such documents for more detailed information about MustGrow, which is subject to the qualifications, assumptions and notes set forth therein.

**Important**

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