**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 10, 2019

**Item 3 News Release**

July 10, 2019

Method(s) of dissemination was through Globe Newswire.

**Item 4 Summary of Material Change**

MustGrow began trading on the Canadian Securities Exchange (the "**CSE**") upon market opening on July 10, 2019.

**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

**THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES**

**MustGrow Biologics Corp. (MGRO-CSE), a Provider of Natural Biopesticides and Biofertilizers to the Cannabis Industry, Commences CSE Trading Today**

SASKATOON, Saskatchewan, July 10, 2019 – MustGrow Biologics Corp. (MGRO-CSE) (“MustGrow” or the "Company"), an agricultural biotech company developing and commercializing a portfolio of natural biopesticides and biofertilizers, is pleased to announce its common shares will commence trading today on the Canadian Securities Exchange under the ticker symbol "MGRO".

Full details are set out in the Company's final prospectus, dated June 20, 2019. A copy of the final prospectus can be found under the Company's profile on SEDAR at www.sedar.com.

**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.

**Agriculture Chemistries vs. Biologicals**

MustGrow’s signature mustard-derived products have consistently demonstrated efficacious benefits similar to synthetic “chemical” products without the harmful safety profile often associated with these chemical products. “Biological” products are typically less efficacious than chemical products. Biologicals typically only have suppression labels, which is less than 75% control, requiring frequent reentry and reapplication intervals. However, MustGrow’s product testing in soil used for fruits and vegetables has indicated greater than 95% control (more than just suppression) of soil-borne pests and diseases – in some cases 100% control of root-knot nematodes (parasitic worms) compared to the dangerous synthetic chemical, methyl bromide.

**Soil-Borne Pests and Diseases Contaminate Cannabis Cultivation Facilities**

Through MustGrow’s eventual suite of biopesticides and biofertilizers, Canadian cannabis licence-holders may have access to products that aid in production of compliant pest-free cannabis. MustGrow hypothesizes that cannabis cultivators need help controlling pests and diseases. MustGrow’s pre-plant/pot soil treatment has already demonstrated control of many soil-borne diseases and pests that affect cannabis production, including the following: Pythium root rot, Rhizoctonia fungus, Fusarium, nematodes, Verticillium wilt, Phytophthora root rot and Sclerotinia.

**About MustGrow Biologics Corp.**

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 on 110 independent tests, 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 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.

For further details, including MustGrow’s corporate presentation, please visit www.mustgrow.ca.

The Company recently completed a non-brokered private placement (Link) to accredited investors, which consisted of common shares at a price of $0.70 per common share for gross proceeds of $1.2 million. The net proceeds of the private placement are being used to accelerate research and development of the Company’s biopesticide and biofertilizer formulations and for working capital and general corporate purposes. Research and development proceeds are being directed toward its patented mustard-derived signature products and its prospective suite of in-licensed natural biologics.

The Company has 25.0 million basic common shares issued and outstanding and 36.9 million on a fully- diluted basis.

To learn more, please contact MustGrow at 1 (306) 668-2652 or visit: www.mustgrow.ca.

**ON BEHALF OF THE BOARD**

"Corey Giasson" Director & CEO

**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.