FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company:

FORTRESS GLOBAL ENTERPRISES INC. (the "**Company**")
2nd Floor, 157 Chadwick Court
North Vancouver, B.C., V7M 3K2

2. Date of Material Change:

The material change described in this report occurred on September 3, 2019.

3. News Release:

A news release announcing the material change referred to in this report was issued by the Company on September 3, 2019, through the facilities of CNW Newswire.

4. Summary of Material Change:

The Company announced that its wholly owned subsidiaries, Fortress Specialty Cellulose Inc. and Fortress Bioenergy Ltd. (together, the "**Borrowers**") entered into a financing agreement (the "**Financing Agreement**") with their secured lenders or their affiliates (together, the "**Lenders**"), providing for a senior secured credit facility in the amount of up to $15,000,000 (the "**Facility**").

5. Full Description of Material Change:

The Company announced that its wholly owned subsidiaries, the Borrowers, entered into the Financing Agreement with the Lenders, providing for the Facility. The first advance under the Facility in the amount of $2,500,000 was completed on September 4, 2019, with additional drawdowns available to the Borrowers from time to time in accordance with pre-approved budgets and subject to customary conditions. The Facility is designed to provide the Company with supplemental liquidity to allow for uninterrupted operations in order to execute its previously announced strategic and financing initiative (the "**Strategic Initiative**"), which includes seeking and pursuing a recapitalization, restructuring and/or business combination transaction.

The Facility is guaranteed by the Fortress group of companies and will be secured by a first ranking security interest over all present and after acquired assets and property of Fortress and its subsidiaries. In addition, $10,000,000 of the Facility remains subject to approval of the Québec Government. The Facility will accrue interest at a rate of 10% per annum, payable monthly in arrears.

The Facility will mature on the earliest to occur of certain events, including: (i) the completion of a restructuring/recapitalization or other material transaction or the sale of all or substantially all of the property, assets and undertakings of Fortress that results in the repayment in full of the Facility obligations; and (ii) October 15, 2020. In addition, the Financing Agreement contains specific deadlines for the submission of non-binding indications of interest under the Strategic Initiative and, if applicable, binding proposals which may be extended under certain circumstances.

The foregoing is a summary only of certain key terms of the various elements of the Facility and the Strategic Initiative and is qualified in its entirety by reference to the full text of the Financing Agreement, which is available on SEDAR at www.SEDAR.com. Readers are encouraged to consult the full text of these documents.

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted by any of the securities commissions respecting the material change and this report:

Kurt Loewen
Chief Financial Officer
Telephone: (604) 904-2328.

9. Date of Report:

September 13, 2019