

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Organto Foods Inc. (the “Company” or “Organto”)
1090 Hamilton Street
Vancouver, BC V6B 2R9

Item 2 Dates of Material Change

April 28, 2016

Item 3 News Release

The news release was disseminated on April 28, 2016 to the TSX Venture Exchange and through Marketwired and filed on SEDAR with the securities commissions of British Columbia, Alberta and Ontario.

Item 4 Summary of Material Change

The Company announced that it has entered into an agreement with Fairtrasa, a Switzerland-based, leading producer of organic, fair trade products, for the Company to act as the exclusive importer and exporter of fair trade organic bananas into the U.S. market.

Item 5 Full Description of Material Change

The Company announced that it has entered into an agreement with Fairtrasa, a Swiss based, leading producer of organic, fair trade products from small-scale farmers in Mexico, Peru, Colombia, Chile, Argentina and the Dominican Republic, whereby Organto will be the exclusive importer and distributor of Fairtrasa fair trade, organic bananas into the U.S. market. The multi-year agreement is subject to an initial provisional period based on pre-determined volumes and provides for the importation, distribution and retail of product under the “Organto” brand name.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Peter Gianulis, CEO and President
Phone: (604) 638-3944

Item 9 Date of Report

May 9, 2016



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NEWS RELEASE

Organto and Fairtrasa Sign Exclusive Distribution Agreement for U.S. Market

Vancouver, BC, Canada, April 28, 2016 – Organto Foods Inc. (OGO: TSX-V) has joined forces with Fairtrasa, a Swiss based, leading producer of organic, fair trade products from small-scale farmers in Mexico, Peru, Colombia, Chile, Argentina and the Dominican Republic, whereby Organto will be the exclusive importer and distributor of Fairtrasa fair trade, organic bananas into the lucrative U.S. market. The multi-year agreement is subject to an initial provisional period and provides for the importation, distribution and retail of product under the “Organto” brand name.

Peter Gianulis, President & CEO of Organto commented: “We’re very pleased to be associated with an enterprise that shares Organto’s view that business can be profitable and in parallel, responsible and fully dedicated to sustainability principles and community empowerment.” Mr. Gianulis added: “This agreement has the near-term potential to develop into a multimillion dollar venture for Organto and can encompass other Fairtrasa products, as we develop our footprint into the largest organic food market in the world.

Bananas are one of the largest selling items in supermarkets with approximately 4 billion pounds of bananas sold each year, at an estimated retail value of US\$2.2 billion. The organic banana market represents approximately 10% of the bananas sold in the United States on an annual basis and is one of the fastest growing segments in the produce industry. Demand for organic, fair-trade bananas has been growing substantially in recent years and demand far outstrips available supply.

About Fairtrasa

Fairtrasa (www.fairtrasa.com) was founded in 2005 by Mr. Patrick Struebi to empower marginalized, small-scale farmers to lift themselves out of poverty. Fairtrasa provides their farmers with the support and resources they need to become independent agro-entrepreneurs, while delivering healthy top-quality products to customers throughout the world. Key to their business and impact is their pioneering farmer development model. Fairtrasa is unique in the Organic and Fairtrade fruit space due to their inclusion of small-scale farmers at all points along the development spectrum (subsistence, post-subsistence, and independent). Their hands-on approach to providing training and resources tailored to their specific needs helps farmers become independent agro-entrepreneurs. Fairtrasa has been steadily growing since its inception and has over US\$100 million in annual sales.

About Organto

Organto is a vertically integrated, leading provider of fresh-cut, branded organic produce from company-owned organic farms and greenhouses located in Latin America. Organto works closely with small local farmers to assist in the transition from conventional to organic farming by providing them with technical assistance, seeds, fertilizer and other inputs. Organto’s strategy is to replicate its social and business model

throughout Latin America thereby increasing production of organic produce to satisfy consumer demand in Europe and North America, while at the same time benefiting local farmers and agricultural growing groups by assisting them to increase profitability.

ON BEHALF OF THE BOARD,

Peter L Gianulis
President & CEO

Neither the TSX-V nor its Regulation Services Provider (as that term is defined in the policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this release.

For more information contact:

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This release may include certain forward-looking information and statements, as defined by law including without limitation Canadian securities laws and the “safe harbor” provisions of the US Private Securities Litigation Reform Act of 1995 (“forward-looking statements”). In particular, and without limitation this news release contains forward-looking statements respecting the company’s future plans for expanding its contractual relationship with Fairtrasa; future plans for growth and development of the business, implementation of a comprehensive social responsibility platform and achieving management’s goals and objectives; the future prospects for the company; management’s beliefs, assumptions and expectations; and general business and economic conditions. Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including without limitation assumptions about the following: a continued relationship with Fairtrasa; levels of agricultural production; levels of demand for organic produce; achieving a sufficient level of profitability to allow management to expand its operations and fund social responsibility initiatives; establishing market share; cost increases; dependence on suppliers, partners and contractual counter-parties; changes in the business or prospects of the company; unforeseen circumstances; risks associated with the organic and conventional produce business, including inclement weather, unfavourable growing conditions, low crop yields and similar risks; general business and economic conditions; and ongoing relations with employees, consultants, partners, contractual counter-parties and joint venturers. The foregoing list is not exhaustive and we undertake no obligation to update any of the foregoing except as required by law.