

**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**

May 16, 2016

**Item 3 News Release**

The news release was disseminated on May 16, 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 a non-brokered private placement of up to 7,000,000 common shares of Organto at a price of \$0.35 per share. The company intends to use the proceeds of up to \$2,450,000 to advance its build-out of Argentina, expand its operations in Guatemala and for general working capital purposes.

**Item 5 Full Description of Material Change**

The Company announced a non-brokered private placement of up to 7,000,000 common shares of Organto at a price of \$0.35 per share, for total gross proceeds of up to \$2,450,000. Finder's fees may be paid in connection with the private placement in accordance with the policies of the TSX Venture Exchange (the "TSXV"). Organto intends to use the proceeds of the private placement to begin operations in Argentina, expand its existing operations in Guatemala and for general working capital purposes. The private placement is subject to approval by the TSXV.

**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 18, 2016



**Organto Foods Inc.**  
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**NEWS RELEASE**

## **Organto Announces \$2.45 Million Private Placement**

**Vancouver, BC, Canada, May 16, 2016 – Organto Foods Inc. (OGO: TSX-V) (“Organto”)** is pleased to announce a non-brokered private placement of up to 7,000,000 common shares of Organto at a price of \$0.35 per share, for total gross proceeds of up to \$2,450,000. Finder's fees may be paid in connection with the private placement in accordance with the policies of the TSX Venture Exchange (the "**TSXV**"). Organto intends to use the proceeds of the private placement to advance its build-out of Argentina, expand its existing operations in Guatemala and for general working capital purposes. The private placement is subject to approval by the TSXV.

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:

**Investor Relations**  
604-634-0970  
1-888-818-1364  
[info@organto.com](mailto:info@organto.com)

**The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.**

*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 intended use of proceeds raised from the private placement; 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: levels of agricultural production; achieving a sufficient level of profitability to allow management to 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 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.*