

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

September 2, 2016

Item 3 News Release

The news release was disseminated on September 2, 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 commenced planting operations in Argentina.

The Company also announced that it entered into shares-for-services agreements with two external consultants pursuant to which the Company has agreed to issue \$7,000 in shares to the consultants as consideration for their services.

In addition, the Company announced that the TSX Venture Exchange (the “TSX-V”) approved an extension of its previously announced private placement financing which will have one or more additional tranches closing prior to October 5, 2016. In connection with the closing of the first tranche of this private placement, Organto announced it issued finder’s warrants to acquire up to 60,530 common shares, exercisable at a price of \$0.30 per common share until January 28, 2018, and paid a cash fee of \$18,158.99 to one finder.

Item 5 Full Description of Material Change

The Company announced that it commenced planting operations in Argentina.

Organto also announced that it entered into agreements with two external consultants pursuant to which it agreed to issue shares as compensation for services. Subject to the approval of the TSX-V, share compensation of \$7,000 per month is to be issued within 10 business days after the end of any month in which services are rendered, with the issuance price per share to be the 20 day volume-weighted-average trading price of Organto’s common shares on the TSX-V.

In addition, Organto announced that the TSX-V approved an extension of its previously announced private placement financing. One or more additional tranches may close any time prior to October 5, 2016. For additional details regarding the private placement, please refer to Organto’s news releases dated July 21, 2016 and July 28, 2016.

In connection with closing the first tranche of the private placement financing, Organto announced it issued finder’s warrants to acquire up to 60,530 common shares (representing 6% finder’s warrants) and paid a cash fee of \$18,158.99 (representing 6% finder’s fees) to one finder. The finder’s warrants are exercisable at a price of \$0.30 per common share until January 28, 2018, and are subject to a four month hold period expiring on January 1, 2017.

Please see the attached press release for further details of the material change.

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

September 8, 2016



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NEWS RELEASE

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Organto Commences Operations in Argentina and Provides Corporate Update

Vancouver, BC, Canada, September 2, 2016 – Organto Foods Inc. (TSX-V: OGO, OTC: OGOFF) is pleased to announce that it has commenced planting operations in Argentina. Organto Argentina S.A. expects to have approximately 100 hectares planted over the coming months on several organic farms in Córdoba, Mar de Plata and Patagonia. The harvest is in the process of being certified organic, which is expected to be completed in October to coincide with the first shipments of snow peas and sugar snap peas to the US and European consumer markets.

“Argentina’s counter-cyclical growing season allows Organto to provide high quality, organic products during peak demand periods in the northern hemisphere, something that is challenging for our competitors,” commented Peter Gianulis, President and CEO. Organto is expected to increase plantings throughout the remainder of the year with the aim of reaching 150 hectares in Argentina by year-end.

Shares for Services

Organto also announces that it has entered into an agreement with two external consultants pursuant to which it has agreed to grant shares as compensation for services. Subject to the approval of the TSX Venture Exchange (the “TSX-V”), share compensation of \$7,000 per month is to be issued within 10 business days after the end of any month in which services are rendered, based on the 20 day volume-weighted-average trading price of Organto’s common shares on the TSX-V.

Private Placement Extension

In addition, Organto announces that the TSX-V has approved an extension of its previously announced private placement financing. To date, Organto has closed a first tranche for gross proceeds of \$552,043. One or more additional tranches may close any time prior to October 5, 2016. For additional details regarding the private placement, please refer to Organto’s news releases dated July 21, 2016 and July 28, 2016.

Finder’s Warrants

In connection with closing the first tranche of the private placement financing, Organto has issued finder’s warrants to acquire up to 60,530 common shares (representing 6% finder’s warrants) and paid a cash fee of \$18,158.99 (representing 6% finder’s fees) to one finder. The finder’s warrants are exercisable at a price of \$0.30 per common share until January 28, 2018, and are subject to a four month hold period expiring on January 1, 2017.

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 news release.

For more information contact:

Investor Relations

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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 Organto’s anticipated timing to obtain organic certification of its harvest in Argentina, and for initial shipments of products from Argentina to overseas markets; expectations regarding its ability to close one or more additional tranches of its equity financing; future plans for growth and development of the business; future prospects for Organto; 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: time frame for harvesting crops; length of time for the organic certification process, and that organic certification will be granted; establishing market share; market interest in the equity financing and expected timing to complete any additional tranches of the private placement financing; cost increases; dependence on suppliers, partners and contractual counter-parties; changes in the business or prospects of Organto; 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.