

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 Date of Material Change

November 9, 2016

Item 3 News Release

A news release was disseminated on November 28, 2016 to the TSX Venture Exchange (the “TSX-V”) and through FSC Wire and filed on SEDAR with the securities commissions of British Columbia, Alberta and Ontario.

Item 4 Summary of Material Change

The Company, through a majority-owned subsidiary, Organto Europe B.V. (“Organto Europe”), entered into a short-term agreement dated November 9, 2016 with a new organic produce supplier, Amfri Farms Limited, Uganda (the “Supplier”). The agreement is for a term of six months after an initial purchase order is submitted by Organto Europe to the Supplier, with the intention that it be succeeded by a long-term agreement if the initial term is satisfactory.

The agreement will enable Organto to sell organic haricot verts, sugar snap peas and snow peas on a year-round basis from production in Argentina, Guatemala and now Uganda.

Item 5 Full Description of Material Change

The Company’s majority-owned subsidiary, Organto Europe entered into an agreement dated November 9, 2016 for the short-term supply of organic haricot verts, sugar snap peas and snow peas by the Supplier. The agreement is short-term in nature to provide a trial-period to the parties to determine whether the relationship is satisfactory. If so, the parties intend to enter into a long-term agreement.

The agreement will enable Organto to sell organic haricot verts, sugar snap peas and snow peas on a year-round basis from production in Argentina, Guatemala and now Uganda. Commercial production is scheduled to commence in the first quarter of 2017.

The organic produce will be “Demeter-certified”. This is a certification that denotes a farm using biodynamic farming methodologies in its growing practices, and is recognized as a high standard within the organic agricultural industry.

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

December 12, 2016



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NEWS RELEASE



Organto Reaches Agreement with Demeter Certified Farm in Uganda

Vancouver, BC, Canada, November 28, 2016 – Organto Foods Inc. (TSX-V: OGO, OTC: OGOFF) (“Organto”) is pleased to announce that it has reached an agreement with Amfri Farms Limited (“Amfri”) a 600 hectare (1500 acre) Demeter Biodynamic® farm based in Uganda. As per the terms of the agreement, Amfri will grow Organic and Demeter certified organic products under the Organto brand to be distributed to Organto growing customer base throughout Europe. The Demeter certification denotes a farm using a biodynamic methodology treats soil fertility, plant life and livestock as ecologically interrelated tasks and is globally recognized as one of the most complete organic certifications.

Organto and Amfri will commence a small-scale commercial program in the first quarter of 2017 growing organic Haricot Verts (French Green Beans), Sugar Snaps and Snow Peas. The agreement calls for a significant expansion of production over the coming years. In addition to its flagship Demeter certified Kyampisi plantation, Amfri is also in the process of organically certifying a further 400 hectares of land. All products will carry the Organto label and will be distributed by Organto Europe B.V. The products will carry the Demeter or organic certifications as well as have certifications for Global GAP, BRC and BRIC, as appropriate.

With the addition of the Amfri operation, Organto has now strengthened its ability to provide year-round production of organic French Green Beans, Sugar Snaps and Snow Peas from Argentina, Guatemala and Uganda. In addition, Organto now has a secondary supply from a well-respected producer in an area known for organic production. The Demeter designation is one of the highest standards in the organic industry incorporating a Biodynamic® agricultural process for regeneration of the land. A product with the Biodynamic® or Demeter designation tends to receive a significant premium to conventional products in the supermarket aisle. Consumers and retailers alike are continuing to demand organically certified and socially conscious products from producers and the addition of the Uganda operation positions Organto as a leading provider of specialty organically certified products.

About Amfri Farms Limited (www.african-organic.com)

Amfri’s flagship plantation, Kyampisi was established in 1930 and has been growing IMO Certified Organic products from the 600 hectare farm over the past 18 years. In 2008, it obtained the coveted Demeter farm designation and has looked to expand its farming operations over the past few years. The Company was the



first to obtain the Demeter certification in Uganda and produces a variety of products for sale into Europe, North American and the Middle East.

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 and now Africa. 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 and other regions thereby increasing production of specialty 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.

About Demeter/Biodynamic

Demeter remains the oldest ecological certification organization in the world. Its farm standard has always been a regenerative agriculture standard, and Biodynamic farms have been sequestering carbon for almost 100 years. The first Demeter chapter was formed in Germany following Dr. Rudolf Steiner's "Agricultural Course". In 1924, Steiner (noted scientist, philosopher, and founder of the Waldorf School) held a series of eight lectures for a group of European farmers, who had approached him because they were observing a rapid decline in seed fertility, crop vitality and animal health on their farms. In 1927, following Steiner's lectures, a co-operative was formed to market Biodynamic produce, and in 1928 the Demeter symbol and first Standard was introduced to ensure that the farming methods were uniformly followed and monitored. By 1931, there were approximately 1,000 Biodynamic farms. In 1985 Demeter was formed in the US as a non-profit, seventeen years before the USDA established the National Organic Program (NOP). Demeter International is the first, and remains, the only ecological association consisting of a network of individual certification organizations in 45 countries around the world.

Demeter is the owner of the trademark terms "Biodynamic®" and "Demeter®". These trademarks are held as certification marks, which provide an assurance to consumers that the product has been certified to a uniform standard. Demeter holds these marks, and is therefore solely responsible for ensuring their adherence, to protect the integrity of Biodynamic agriculture and the products that result, both for consumers and for farmers.

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:

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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 expectations regarding Organto’s 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; commitments as to the issuance of shares for services yet to be rendered; 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: 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.