

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1      Name and Address of Corporation**

MustGrow Biologics Corp. ("**MustGrow**" or the "**Company**")  
201 1st Avenue South, Suite 1005  
Saskatoon, SK S7K 1J5

**Item 2      Date of Material Change**

August 3, 2021

**Item 3      News Release**

A news release in respect of the material change referred to in this report was issued by the Company through Newsfile Corp. and filed on the System for Electronic Document Analysis and Retrieval (SEDAR) on August 4, 2021.

**Item 4      Summary of Material Change**

On August 3, 2021, the Company executed an exclusive evaluation and option agreement (the "**Agreement**") with Sumitomo Corporation to evaluate the Company's technology for preplant soil fumigation, bioherbicide, postharvest and food preservation for potatoes and bananas (the "**Technology**"). Pursuant to the Agreement, the Company granted Sumitomo Corporation the right to use its intellectual property and the exclusive option to acquire exclusive rights in certain applications of the Technology in North, Central, and South America (the "**Field of Use**").

**Item 5      Full Description of Material Change**

*5.1 – Full Description of Material Change*

On August 3, 2021, the Company executed the Agreement with Sumitomo Corporation to evaluate the Company's technology for purposes of determining efficacy and commercial potential. Pursuant to the Agreement, the Company granted the right to use the Company's Technology in the Field of Use. In addition to the commercial development, Sumitomo Corporation will fund and assume the role and responsibilities for conducting all toxicology, safety, efficacy, and regulatory work necessary for commercializing the Technology. Additionally, Sumitomo Corporation has the non-exclusive ability to acquire rights to the Company's technology for Canadian canola and pulses, global turf and ornamentals, floriculture, and all postharvest and food preservation applications not covered within the Field of Use.

MustGrow has on-going field trials under corporate collaboration with numerous agriculture, chemical products, and consumer food companies. The Company reserved the right to complete these existing field trials and pursue commercial distribution agreements excluding those areas and territories defined within the Field of Use, as well as all other rights including the rights to engage with third parties with respect to the Company's technology, excluding within the Field of Use.

*5.2 – Disclosure for Restructuring Transactions*

Not applicable.

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

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Corey Giasson  
Director and CEO  
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Email: [info@mustgrow.ca](mailto:info@mustgrow.ca)

**Item 9 Date of Report**

August 12, 2021