

FORM 51-102F3
Material Change Report

- Item 1. Name and Address of Company**
Fengro Industries Corp. (“Fengro” or the “Company”)
Suite 1100 – 1111 Melville Street
Vancouver, BC
V6E 3V6
- Item 2. Date of Material Change**
February 21, 2019
- Item 3. News Release**
The News Releases dated February 22, 2019 was disseminated via TheNewsWire.
- Item 4. Summary of Material Change**

Fengro announced that Dr. Scott Morrison has resigned as a director of the Company, effective February 21, 2019, due to other commitments.
- Item 5.1 Full Description of Material Change**

Fengro announced that Dr. Scott Morrison has resigned as a director of the Company, effective February 21, 2019, due to other commitments.
- Item 5.2 Disclosure for Restructuring Transaction**
Not Applicable.
- 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**
The following Executive Officer of the Company is available to answer questions regarding this report:

Giles Baynham, Chief Executive Officer, 604-764-6126
- Item 9. Date of Report**
March 4, 2019