

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

1. NAME AND ADDRESS OF COMPANY

Argo Living Soils Corp.
#820 – 1130 West Pender Street
Vancouver, BC V6E 4A4

2. DATE OF MATERIAL CHANGE

April 17, 2025

3. NEWS RELEASE

News release dated April 17, 2025 was disseminated through the facilities of Newsfile

4. SUMMARY OF MATERIAL CHANGE

Argo Living Soils Corp. Completes Compensation Option Issuance to New Orleans Private Wealth Management

5. FULL DESCRIPTION OF MATERIAL CHANGE

Argo Living Soils Corp. (“Argo” or the “Company”) announced that, further to its news release dated March 28, 2025, it has issued New Orleans Private Wealth Management LLC (“NOWM”) non-transferable compensation options (“Compensation Options”) exercisable into up to 1,500,000 units of the Company (“Units”) at a price of \$0.54 per Unit for two years from the date of issuance, with each Unit consisting of one common share and one common share purchase warrant (“Warrant”) of the Company. Each Warrant entitles NOWM to purchase an additional common share of the Company at a price of \$1.00 per share for a period of two years from the date of issuance of the Warrants. The Compensation Options were issued pursuant to a previously disclosed arm’s length consulting agreement dated March 24, 2025.

The Compensation Options and underlying securities are subject to a four-month statutory hold period in accordance with Canadian securities laws. In addition, NOWM may exercise the Compensation Options to purchase up to 375,000 Units every three months beginning on July 17, 2025. The common shares and Warrants underlying the Units, as well as common shares underlying the Warrants, will all be subject to a voluntary hold period of four months from the date of issuance of such underlying Units.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICER

Robert Intile, CEO

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9. DATE OF REPORT

April 17, 2025