

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

1. Name and address of Reporting Issuer:

Asia Green Biotechnology Corp. (the “Corporation”)
Suite 1150, 707 – 7 Avenue SW
Calgary, Alberta T2P 3H6

2. Date of Material Change:

August 4, 2021

3. News Release:

The news release was disseminated on August 4, 2021 and filed on SEDAR on August 4, 2021. The news release was distributed via Canadian Enhanced.

4. Summary of Material Change:

The Corporation announced that it has secured financing to proceed with research activities and entering into an investor relations agreement.

5. Full Description of Material Change:

Please see attached Schedule “A”.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

No information has been omitted.

8. Executive Officer:

David Pinkman, CEO
(403) 863-6034

9. Date of Report:

August 9, 2021

The foregoing accurately discloses the material change referred to in this report.

SCHEDULE "A"

NEWS RELEASE

ASIA GREEN BIOTECHNOLOGY CORP. SECURES FINANCING TO PROCEED WITH RESEARCH ACTIVITIES; ENTERS INVESTOR RELATIONS AGREEMENT

August 4, 2021 – Calgary, AB: Asia Green Biotechnology Corp. ("Asia Green" or the "Company") (CSE:ASIA) announced today that it has secured an agreement with a director of the Company to complete two separate financing transactions for the purpose of addressing certain expenses tied to ongoing and possible new research activities being conducted or which may be commenced by the Company pursuant to the terms of its technology licensing agreements with InPlanta Biotechnology Ltd. ("InPlanta"), Pathway RX Inc. ("Pathway") and Swysh Inc. ("Swysh"). The proceeds of these transactions will be applied to facilitate certain research programs that are or may be undertaken jointly with Asia Green's technology partners, or to advance those programs the Company is developing with its regional and academic partners in SE Asia.

Under the terms of the first element of this financing, the Company will be provided with a credit line of up to \$200,000.00 that may be drawn on to facilitate specific research programs being undertaken. The facility will be secured with the grant of a convertible debenture in the name of the lender (the "Debenture"), who is a director and related party. The Debenture carries an interest rate of 12% and is convertible at any time after the date of issue at the option of the lender into common shares in the capital of the Company ("Common Shares") at a price of \$0.08 per Common Share (the "Conversion Price"). After 24 months following the date of issue, if the Common Shares trade at or above \$0.25, based on the trailing 30-day volume-weighted average price of the Common Shares traded on the CSE, the Company will have the right, exercisable within 10 business days of the end of the trading period, to require the automatic conversion of the Debentures at the Conversion Price by giving the holder 10 business days' prior written notice. The Debentures are repayable on demand on 10 business days' notice to the Company in the event of a change of control of the Company.

Under the terms of the second element of this financing, the Company will complete a private placement (the "Private Placement") of common share units (the "Units"), resulting in the issuance of 2,500,000 Units at a price of \$0.08 per Unit for gross proceeds to the Company of \$200,000. Each Unit is comprised of (i) a common treasury share and (ii) one common share purchase warrant of the Company (each warrant referred to as a "Warrant"). Each Warrant entitles the holder thereof to acquire one Common Share at a price of \$0.15 per share for a period of 24 months from the date of issue.

The proposed subscription by a director of the company for the debenture offering and the equity private placement constitutes a related party transaction within the meaning of Multilateral Instrument 61-101, Protection of Minority Security Holders in Special Transactions, and the policies of the exchange. For such participation, the company will be relying upon exemptions from the formal valuation and minority shareholder approval requirements pursuant to sections 5.5(b) and 5.7(1)(a), respectively, of MI 61-101 on the basis that the company is not listed on a specified stock exchange and that, at the time the offerings are agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction insofar as it involves an interested party (within the meaning of MI 61-101) in the offerings, will exceed 25 per cent

of the company's market capitalization calculated in accordance with MI 61-101. No special committee was established in connection with the offerings. The board of directors of the company has approved the debenture and equity offerings and no materially contrary view or abstention was expressed or made by any director in relation to the debenture or equity offering (other than the abstention of the director as required pursuant to the Business Corporations Act (Alberta)). The material change report to be filed in relation to the debenture and equity offering will not be not filed at least 21 days prior to the completion of the debenture and equity offerings as contemplated by MI 61-101. The company believes that this shorter period is reasonable and necessary in the circumstances as the completion of the debenture offering will occur shortly before the issuance of this news release and the filing of such material change report.

The Company also announced today that it has engaged Market Speak of 15 Iceboat Terrace, Toronto, ON., to provide certain investor relations services for the Company. Market Speak will assist the Corporation by providing introductions to investment groups and individuals and assisting the Corporation with investor and shareholder communications. Pursuant to the terms of the agreement dated August 3, 2021 between the Company and Market Speak (the "Agreement"), the Company will grant Market Speak an option to purchase up to 200,000 common shares at an exercise price of \$0.20 per share, will pay an initial fee of \$10,000 and will reimburse Market Speak for any reasonable expenses incurred in carrying out its obligations under the Agreement.

Based in Toronto, Ontario, Market Speak has provided investor and financial relations, business development solutions, strategic planning and financing services to public companies since 2020.

About AGB:

AGB is an early stage international bio-technology company focused on the development, evaluation, testing, application and, ultimately, supply to the market of proprietary organic hybridization technology and certain products derived from that technology. The core approach of the business is centred on the planting, growth and harvesting of new and valuable strains of hemp and related crops in commercial quantities under the terms of license agreements with InPlanta, Swysh and Pathway.

For further information, contact:

David Pinkman
Chief Executive Officer
(403) 863-6034

The Company is not making any express or implied claims that any product produced pursuant to the terms of its license agreements has the ability to eliminate, cure or contain the Covid-19 (or SARS-2 Coronavirus), migraine conditions or any other medical condition at this time.

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.