# FORM 10

# MATERIAL CHANGE REPORT

**Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General) By-Laws, 2013**

1. NAME OR REPORTING ISSUER

| Name of Reporting Issuer |
| --- |
| Agostini's Limited |

2. DATE OF MATERIAL CHANGE

| Date of material change |
| --- |
| February 12, 2015 |

3. DESCRIPTION OF MATERIAL CHANGE

| Provide a description of the material change |
| --- |
| Agostini's Limited acquired 100% shareholding in Facey Trading Limited a Barbados distribution company.<br><br>Date Acquired: February 12th, 2015<br><br>Consideration: USD $1,555,987.00<br><br>Reason and Purpose of Change: Agostini's Limited views this investment as a strategic fit into the organisation.<br><br>Method of Financing: Retained Earnings |

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

|  | YES | NO |
|---|---|---|
| Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012? | ☐ | ☒ |

If "No"

| Proposed Date of Publication of Notice (dd/mmm/yyyy) | 14 February, 2015 |
|---|---|

If "Yes"

| State the reasons for applying for the exemption |
|---|
|  |

5. DETAILS OF SENIOR OFFICER

| Name (First name, Last name) | Rajesh Rajkumarsingh |
|---|---|
| Position in Organization | Group Chief Financial Officer |
| Business Address | 18 Victoria Avenue, Port of Spain |
| Work Phone (1-xxx-xxx-xxxx) | 1-868-623-4871 |
| Fax Phone(1-xxx-xxx-xxxx) | 1-868-623-1966 |
| Email Address | rrajkumarsingh@agostini-mktg.com |

## 6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

| Rajesh Rajkumarsingh | _(signature)_ | Group Chief Financial Officer | March 3, 2015 |
|---|---|---|---|
| **Print Name** | **Signature** | **Position** | **Date** |

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