

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

**Item 1: Name and Address of Reporting Issuer**

AgraFlora Organics International Inc. (formerly PUF Ventures Inc.) (the “**Company**”)  
#804-750 West Pender Street  
Vancouver, BC V6C 2T7

**Item 2: Date of Material Change**

November 26, 2018.

**Item 3: News Release**

Two news releases were issued and disseminated on December 13, 2018 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that it has signed an agreement (the “**Agreement**”) with Namaste Technologies Inc.’s (“**Namaste**”) (TSXV: N) (FRANKFURT: M5BQ) (OTCMKTS: NXTTF) wholly-owned subsidiary, Cannmart Inc. (“**Cannmart**”), where Cannmart may purchase medical cannabis products from the Company’s Propagation Services Canada (“**PSC**”) greenhouse operations in Delta, BC, subject to approval of its cultivation and sales licenses by Health Canada.

The Company subsequently clarified the first news release. See Item 5 for details.

**Item 5: Full Description of Material Change**

On December 13, 2018, the Company announced that it has signed an Agreement with Namaste wholly-owned subsidiary, Cannmart where Cannmart may purchase medical cannabis products from the Company’s PSC greenhouse operations in Delta, BC, subject to approval of its cultivation and sales licenses by Health Canada.

In October 2018, the Company’s majority-owned subsidiary, AAA Heidelberg, received a license to produce under Health Canada’s Access to Cannabis for Medical Purposes Regulations for its facility in London, ON.

Subject to the terms of the Agreement, Cannmart reserves the right of first refusal to purchase up to 10% of the total annual production from the Company’s large-scale Delta Greenhouse Complex, representing 25,000,000 grams, at a price of \$4 per gram, or up to \$100,000,000 per year. This Agreement is in-line with Namaste’s vision to offer a diverse range of high-quality cannabis products in its online platform through Cannmart. Cannmart operates a medical cannabis sales-only license under the regulations of the Cannabis Act and purchases bulk cannabis products from a variety of licensed producers across the country to offer in its online platform.

The Company issued a subsequent news release to provide readers with additional information to the news release earlier on December 13, 2018, where the Company announced the signing of the Agreement with Cannmart where Cannmart may purchase medical cannabis products from the Company’s PSC greenhouse operations in Delta, BC, subject to approval of its cultivation and sales licenses by Health Canada.

Subject to the terms of the Agreement, Cannmart reserves the right of first refusal to purchase up to 10% of the total annual production from the Company’s large-scale Delta Greenhouse

Complex, representing 25,000,000 grams, at a price of \$4 per gram, or up to \$100,000,000 per year with production costs estimated to be between 20-24 percent of total revenue.

When the 2,200,000 sq. ft. Delta Greenhouse Complex is fully operational in 2021, it is projected to have an annual capacity of 250,000,000 grams of high-quality cannabis.

For additional information regarding the Delta Greenhouse Complex and an interview with Master Grower Ruben Houweling please visit:

[https://www.youtube.com/watch?v=q78bcP\\_Dsk4](https://www.youtube.com/watch?v=q78bcP_Dsk4).

#### **About Namaste Technologies Inc.**

Namaste Technologies is Your Everything Cannabis Store™. Namaste operates the largest global cannabis e-commerce platform with over 30 websites in 20+ countries under various brands. Namaste's product offering through its subsidiaries includes vaporizers, glassware, accessories, CBD products and medical cannabis in the Canadian market through its licensed affiliate, CannMart.com.

Namaste has developed and acquired innovative technology platforms including NamasteMD.com, Canada's first Health Canada compliant telemedicine application, and in May 2018 the Company acquired a leading e-commerce AI and Machine Learning Company, Findify AB. Findify uses artificial intelligence algorithms to optimize and personalize a consumer's on-site buying experience. Namaste is focused on leveraging its cutting-edge technology to enhance the user experience throughout its platforms. Namaste will continue to develop and acquire innovative technologies which will provide value to the Company and to its shareholders as well as to the broader cannabis market.

#### **About AgraFlora Organics International Inc.**

AgraFlora Organics International Inc. is a growth oriented and diversified company focused on the international cannabis industry. It has ownership in several cannabis companies including AAA Heidelberg and Propagation Services Canada in Canada and is actively pursuing other opportunities within the cannabis industry. AgraFlora Organics has an option to purchase 100% of AAA Heidelberg Inc., a licensed producer under the Access to Cannabis for Medical Purposes Regulations. For more information please visit: [www.agraflora.com](http://www.agraflora.com).

#### **Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

#### **Item 7: Omitted Information**

None.

#### **Item 8: Executive Officer**

For further information, please contact:

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#### **Item 9: Date of Report**

December 13, 2018.