

**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**

December 20, 2018.

**Item 3: News Release**

A news release was issued and disseminated on December 20, 2018 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company and Relay Medical Corp. announced the formation of the private company Glow Life Technologies Ltd. (“**Glow**”) to pursue medical related technology opportunities in the global cannabis sector.

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

The Company and Relay Medical Corp. announced the formation of the private company Glow to pursue medical related technology opportunities in the global cannabis sector.

The newly formed entity combines Relay Medical’s techno-commercial leadership with the Company’s accumulated knowledge, expertise and access to cannabis industries across the sector. Glow will benefit from Relay Medical’s infrastructure, technical leadership and business knowledge for the research, vetting, product development and validation of innovative technologies and the Company will support Glow in the pursuit of technology opportunities in scientific validation, diagnostics, health & safety, screening, compliance and quality control/assurance within the cannabis industry.

The newly formed entity is owned 50% by Relay Medical, 30% by the Company, who have committed to an initial investment of \$200,000, and 20% by private investors who have committed \$500,000 investment in Glow. Total initial funding of \$700,000 has launched Glow in the development of its operational structure, with the initial mandate to find and identify appropriate technology opportunities within the sector. Glow has commenced initial due diligence on industry related innovative technologies and expects to announce its management and industry expert support team early in 2019.

**About Relay Medical Corp.**

Relay Medical is an evolving “Integrated MedTech Accelerator” headquartered in Toronto, Canada, acquiring early-stage technologies and inventions, advancing and preparing them for pre-commercial acquisitions in the HealthTech marketplace. By integrating the funding, development and exit process into one organization led and managed by one expert team, Relay Medical is building the capacity to accelerate and transact technologies with high efficiency and grow into a leading engine for MedTech innovation in the global HealthTech marketplace.

For more information visit: [www.relaymedical.com](http://www.relaymedical.com)

**About AgraFlora Organics International Inc.**

AgraFlora Organics International Inc. is a growth oriented and diversified company focused on the international cannabis industry. It owns an indoor cultivation operation in London, ON and is a joint venture partner in Propagation Service Canada and its large-scale 2,200,000 sq. ft. greenhouse complex in Delta, BC. The Company has a successful record of creating shareholder value and is actively pursuing other opportunities within the cannabis industry.

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:

Tim McNulty

T: 1 (800) 783.6056 Ext. 3

E: [ir@agraflora.com](mailto:ir@agraflora.com)

**Item 9: Date of Report**

December 20, 2018.