

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

Item 1: Name and Address of Reporting Issuer

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

Item 2: Date of Material Change

April 3, 2019.

Item 3: News Release

A news release was issued and disseminated on April 3, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company and Liberty Leaf Holdings Ltd. (CSE: LIB) (OTC: LIBFF) (Frankfurt: HN3P) together, (“the Companies”), are pleased to announce that, further to the joint news release of September 20, 2018, the Companies have made significant advancement with respect to gaining entry into the medical cannabis market in the European Union and, as such, have formed a jointly owned Greek company, AgraLeaf SA (“AgraLeaf”), so as to formally capitalize on the opportunity.

Item 5: Full Description of Material Change

The Companies are pleased to announce that, further to the joint news release of September 20, 2018, the Companies have made significant advancement with respect to gaining entry into the medical cannabis market in the European Union and, as such, have formed a jointly owned Greek company, AgraLeaf, so as to formally capitalize on the opportunity. The Company and Liberty Leaf will own an equal equity stake in AgraLeaf with specific details regarding the obligations of the Companies to be outlined in a shareholder’s agreement. AgraLeaf has established a team in Greece consisting of personnel with expertise in commercial horticulture, government affairs, legal and finance.

The fertile agricultural regions of Greece combined with relatively low-cost labor and property prices make it a prime locale for large-scale medical cannabis cultivation. In November 2018, Greece issued the first licenses to private companies for growing medicinal cannabis. As a gateway to the European Union, which is home to more than 500 million people, AgraLeaf will thus be granted access to this significant piece of the globalized cannabis market. Recent research reports by Prohibition Partners have estimated that the cannabis market in the EU may represent as much as €123 billion by 2028.

Additional updates and details will be provided in due course as AgraLeaf progresses through the licensing application process.

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, Ont., 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.

About Liberty Leaf Holdings Ltd.

Liberty Leaf Holdings Ltd. is a Canadian-based, public company whose focus is to build and support a diversified portfolio of cannabis-sector businesses, including cultivation, processing, value-added CBD/THC products and supply-chain products within this dynamic and fast-growing sector. For more information please visit: www.libleaf.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

April 5, 2019.