

**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 9, 2019.

Item 3: News Release

A news release was issued and disseminated on April 9, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company and ICC International Cannabis Corp. (CSE: WRLD.U) (FWB: 8K51) (OTC: WLDCF) (“**ICC** or **International Cannabis**”), announced they have entered into an agreement whereby the Company will transfer its portfolio of exotic, native Colombian cannabis genetics to ICC for international marketing and distribution purposes.

Item 5: Full Description of Material Change

The Company and ICC (CSE: WRLD.U) (FWB: 8K51) (OTC: WLDCF) announced they have entered into an agreement whereby the Company will transfer its portfolio of exotic, native Colombian cannabis genetics to ICC for international marketing and distribution purposes.

In May 2018, the Company formed a wholly owned subsidiary, Pure Grow Medicinals S.A.S. (“**Pure Grow**”), to pursue cannabis cultivation and genetics opportunities in Colombia. Pure Grow has since been working in concert with a Cannabis Cup winner whose strain “Medellin Gold” has received industry accolade and has, since formation, acquired a select library of rare and exotic native cannabis seed varieties from various regions in the country.

The Companies genetics portfolio consists of rare, native cannabis strains from the regions of Valle del Cauca, Cauca, Magdalena and Antioquia in Colombia. Under the agreement, Pure Grow is transferring to International Cannabis a library consisting of 20 unique strains that include both prominent tetrahydrocannabinol (“**THC**”) and cannabidiol (“**CBD**”) varieties, including highly sought-after strains such as:

- Caucana,
- Purpura,
- Medellin Gold,
- Maroc.

As both the World Health Organization and many countries around the world shift their stance in favour of medical use of CBD-dominant cannabis oils and CBD-derived products, the demand for high-yield CBD strains is expected to increase geometrically.

Under the terms of the agreement, the Company will retain the rights to the genetics library for its own uses within North America, and International Cannabis is granted exclusive rights elsewhere globally. In consideration for the transfer of the genetics library, ICC will issue one million common shares to the Company. The valuation of the shares will be based upon the five-day VWAP of ICC’s common shares for the five trading sessions prior to the announcement of the agreement.

About International Cannabis Corp.

ICC International Cannabis, through its subsidiaries, has operating assets and is developing a world-class platform for cultivation, extraction, formulation and distribution across the globe in the United Kingdom, Denmark, Poland, Switzerland, Germany, Macedonia, Bulgaria, Serbia, Croatia, Greece, Italy, Portugal, Malta, Colombia, Argentina, Australia, South Africa and Lesotho. Learn more about ICC by visiting our website at: <https://intlcanabiscorp.com/>

About AgraFlora Organics International Inc.

AgraFlora 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.

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

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Item 9: Date of Report

April 10, 2019.