

**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 25, 2019.

Item 3: News Release

A news release was issued and disseminated on April 29, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

Further to the Company’s news releases that were disseminated on March 20 and 25, 2019, the Company has completed the issuance of common shares (the “Shares”) to various parties effective April 25, 2019, as further detailed in Item 5 below.

Item 5: Full Description of Material Change

Further to the Company’s news releases that were disseminated on March 20 and 25, 2019, the Company has completed the issuance of Shares to various parties effective April 25, 2019 as follows:

Propagation Services Canada Inc. (“PSC”):

A total of 20,588,235 Shares were issued pursuant to a share purchase agreement with PSC and the shareholders of PSC (the “PSC Shareholders”) dated effective March 19, 2019 (the “Agreement”). Pursuant to the Agreement, the Company acquired 10% of the outstanding Class B non-voting participating common shares of PSC (the “PSC Shares”) from the PSC Shareholders for \$14,000,000, payable by the issuance of 20,588,235 Shares of the Company at a price of \$0.68 per Share.

Consulting Services:

The Company issued an aggregate of 10,000,000 Shares at a deemed price of \$0.51 per Share to key personnel, including related parties, who are assisting with PSC and the 2.2 million square foot greenhouse project located in Delta, British Columbia (the “Delta Facility”) which was announced on June 29, 2018.

Letter of Intent:

Pursuant to a letter of intent dated May 22, 2018, the Company has issued the first allotment of 1,250,000 Shares to Cornelius Houwelings (the “Consultant”) at a deemed price of \$0.51 per Share. As set out in the LOI, the Company agreed to issue an aggregate of 5,000,000 Shares to the Consultant with the remaining 3,750,000 Shares to be issued as follows:

Date of Issuance	No. of Shares
June 25, 2019	1,250,000
September 25, 2019	1,250,000
December 25, 2019	1,250,000
Total:	3,750,000

The Company has also agreed to issue the Consultant an additional 5,000,000 Shares upon the achievement of the Delta Facility becoming 100% operational in cannabis.

Supply Agreement:

The Company also issued 281,690 Shares at a deemed price of \$0.71 per Share to Vendure Genetics Labs Inc. (the “Supplier”) pursuant to a supply agreement dated December 26, 2018, whereby the Company agreed to purchase certain plants, plant matter and related plant-based products from the Supplier for total consideration of \$200,000, payable in Shares.

All Shares issued are subject to a statutory four-month hold period.

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.

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 29, 2019.