

**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 11, 2019 and April 23, 2019.

**Item 3: News Release**

A news release was issued and disseminated on April 23, 2019 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced the appointments of Brandon Boddy to the board of directors and Jan Urata as Corporate Secretary.

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

The Company is pleased to announce the appointment of Mr. Brandon Boddy to the board of directors of the Company. Mr. Boddy contributes over 14 years of capital markets experience and has directly raised over \$500 million in the trailing 24 months. Mr. Boddy is a founding director of Auxly Cannabis Group Inc. (formerly Cannabis Wheaton Income Corp.) and is currently a director of Bee Vectoring Technologies International Inc. In addition, Mr. Boddy was a founder of US Cobalt Corp., which was subsequently sold to First Cobalt Corp. for \$149 million in 2018. Mr. Boddy also acts as a corporate advisory consultant for a portfolio of public and private firms, primarily focused on the health and wellness, mining and cannabis sectors. Mr. Boddy is actively involved in a of variety philanthropic endeavours. A former NCAA Division One athlete, Mr. Boddy provides opportunities in golf for at-risk youth, by way of his foundation, Clubs for Kids.

The Company is also pleased to announce the appointment of Jan Urata as Corporate Secretary of the Company. Ms. Urata is the Founder and President of Take It Public Services Inc., since 2011, a highly motivated legal support service for top tier and junior issuers in a variety of industry sectors. She is well versed in taking corporate entities from initial seed capital stage to publicly listed status. Her services include corporate secretarial to regulatory filings to complex transactions while offering corporate sustainability through cost-effective, efficient and timely services. Her business model focuses on performance, attention to detail and results, ensuring success and quality of work, with over 25 years’ experience in the industry. The business grew out of her years of experience as a legal secretary/paralegal in top Vancouver law firms. She is also Corporate Secretary of several TSX Venture Exchange issuers.

**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:

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**Item 9: Date of Report**

May 2, 2019.