

**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

August 9, 2019.

Item 3: News Release

A news release was issued and disseminated on August 10, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company has completed debt settlements.

Item 5: Full Description of Material Change

The Company announced that it has completed debt settlements whereby the Company issued a total of 319,551 common shares at deemed values of \$0.34 and \$0.36 per common share to certain creditors for past consulting and other services provided to Canutra Naturals Ltd., a wholly-owned subsidiary of the Company, totaling approximately \$111,805. The shares issued are subject to a 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 additional information:

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Item 9: Date of Report

August 12, 2019.