

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

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

Item 2: Date of Material Change

November 22, 2019.

Item 3: News Release

A news release was issued and disseminated on November 27, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that its subsidiary, The Edibles and Infusions Corporation (“**Edible & Infusions**”) was awarded a cannabis research licence from Health Canada (the “**Research License**”) under the Cannabis Regulations Act.

Item 5: Full Description of Material Change

The Company announced that its subsidiary, Edible & Infusions was awarded a Research License under the Cannabis Regulations Act.

The Research License equips AgraFlora with the ability develop cannabis edible formulations, as well as perform human sensory testing for taste, appearance, aroma and texture at its 51,500 square foot edibles manufacturing facility located in Winnipeg, Manitoba (the “**Winnipeg Edibles Facility**”). The Research License also allows AgraFlora to possess and store dry cannabis, cannabis oils/concentrates and cannabis edibles.

The Company is preparing to immediately begin various formulation and product development campaigns upon the receipt of THC/CBD distillate at its on-site 750 square foot, pharmaceutical grade laboratory.

AgraFlora also announces that its roster of food engineers, nutritionists and scientists will be travelling to the Winnipeg Edibles Facility to assist with optimizing bioavailability, consistent dosing protocols and the flavouring of its formulations. The Company’s in-house food science consultancy arm is comprised experienced microbiologists, as well as certified bakers trained by the American Institute of Baking (the “**AIB**”). The AIB is a 100-year-old cornerstone industry authority, which has successfully instituted food safety, quality management and optimized production practices for the some of the world’s most prominent food conglomerates including P&G, Nestle, Kraft and Heinz.

Armed with 30 years of combined experience within the competitive CPG food product development space, the Company’s in-house food science team has developed a portfolio of successful products for CPG industry leaders such as Dean Foods- the largest dairy company in America.

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 is also retrofitting a 51,500-square-foot good manufacturing practice (“GMP”) edibles manufacturing facility in Winnipeg, Manitoba. AgraFlora 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

AgraFlora’s food engineers, nutritionists and scientists have created numerous turnkey recipes for a variety of Fortune 500 companies, resulting in over US\$300 million of attributable sales revenues.

Item 8: Executive Officer

For additional information:

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Item 9: Date of Report

November 27, 2019.