

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

January 6, 2020.

Item 3: News Release

A news release was issued and disseminated on January 9, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that its CBD-performance product line, HowlBrands, will be featured on the forefront of the Toronto Wolfpack RLFC’s (the “Toronto Wolfpack” or “TWP”) jerseys throughout the 2020 RLF Super League season.

The Company also announced that it has issued 800,000 common shares at a deemed price of \$0.25 per share to Vendure Genetics Labs Inc.

Item 5: Full Description of Material Change

The Company announced that its CBD-performance product line, HowlBrands, will be featured on the forefront of the Toronto Wolfpack’s RLFC’s jerseys throughout the 2020 RLF Super League season. The placement of the Company’s HowlBrands’ line of CBD creams and sports supplements on TWP’s home and away kits will mark the first time a CBD-product has been so prominently featured within the realm of professional sport, affording the Company valuable exposure to an already-engaged product audience familiar with the gladiatorial sport of rugby.

In October, 2019, AgraFlora’s exclusive CBD sports partner, the Toronto Wolfpack, was promoted to the 2020 RLF Super League competition; an accomplishment that positions the TWP in the highest tier of English Rugby League, boasting international broadcast reach to over 250 million homes. The Toronto Wolfpack achieved 704 million unique views from associated print and Web articles throughout the 2019 season, as well as 40.4 million views attributed from its global Rugby Strength product announcement.

By way of an exclusive manufacturing and distribution agreement with the Toronto Wolfpack and HowlBrands, AgraFlora is positioned at the nexus of the burgeoning CBD-infused performance products marketplace and the vast captive audience of professional sports. The exclusive agreement is further bolstered by TWP’s recent Super League promotion and transatlantic professional sports team status, affording AgraFlora with a noteworthy platform to capture material market share within the sports nutrition and rehabilitation segments.

HowlBrands’ product lines are developed and formulated by a team of medical professionals and natural health experts and boast THC-free, non-genetically modified organism, gluten-free, vegan and organic accreditations.

The Company also announced it issued 800,000 common shares at a deemed price of \$0.25 per share to Vendure Genetics Labs Inc. pursuant to an amended supply agreement dated December 16, 2019.

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 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

Not applicable.

Item 8: Executive Officer

For additional information:

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Item 9: Date of Report

January 9, 2020.