

**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**

February 12, 2020.

**Item 3: News Release**

A news release was issued and disseminated on February 14, 2020 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that its wholly owned subsidiary, Canutra Naturals Ltd. (“Canutra”), has engaged Gatekeeper Growth Partners (“Gatekeeper”), an elite performance-marketing firm, to assist Canutra in driving the growth of its Whole Hemp Health hemp-derived cosmetics products on online marketplaces such as Amazon.

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

The Company announced that its wholly owned subsidiary, Canutra has engaged Gatekeeper to accelerate the market growth of Canutra’s proprietary line of hemp-derived cosmetic products. The Whole Hemp Health products are developed, owned and manufactured by Canutra.

Pursuant to a definitive agreement entered into between Canutra and Gatekeeper, Gatekeeper will deploy a proven arsenal of digital marketing tools to acquire new customers for Whole Hemp Health with the primary goal of accelerating growth through online and direct-to-consumer channels. This includes supporting the current Whole Hemp Health sales force with a proprietary suite of marketing technologies, including data-driven advertising campaigns that have a proven track record of driving conversions and sales for wellness products. In particular, the Company will leverage Gatekeeper’s strong knowledge of and history of success on the Amazon platform, as well as other ecommerce marketplaces.

**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**

February 20, 2020.