

**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 30, 2020 and May 4, 2020.

**Item 3: News Release**

A news release was issued and disseminated on April 30, 2020 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that it has closed a non-brokered private placement of units, issued shares for debt, management changes and granted incentive stock options, as fully described in Item 5 below.

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

The Company announced that it has closed a non-brokered private placement of 266,666,667 units (each a “Unit”) of the Company at a price of \$0.075 per Unit for gross proceeds of \$20,000,000.

Each Unit shall consist of one (1) common share (each a “Share”) and one (1) transferable Share purchase warrant (each a “Warrant”). Each Warrant entitles the holder thereof to purchase one (1) additional Share of the Company for a period of five year from closing at a price of \$0.10 per Share.

Furthermore, the Company will proceed with the issuance of an additional 2,692,905 Shares at a deemed value of \$0.075 per Share to certain creditors for past consulting and other services provided to the Company for settlement of \$201,967.87 in debt.

The Company announces that Brandon Boddy has been appointed as Corporate Secretary of the Company, effective April 24, 2020. To facilitate this change, Jan Urata has stepped down as Corporate Secretary. The Company wishes to thank Ms. Urata for her contributions to the Company.

Additionally, the Company has granted incentive stock options to purchase a total of 95 million Shares with an exercise price of \$0.075 per Share for a period of five years from issuance to certain directors, officers and consultants, in accordance with the provisions of its stock option plan.

All securities issued will be subject to a statutory four month hold period, in accordance with applicable securities laws. A finder’s fee is applicable on this transaction.

**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:

**AgraFlora Organics International Inc.**  
Nicholas Konkin  
E: [ir@agraflora.com](mailto:ir@agraflora.com)  
T: (800) 783-6056

For French inquiries:  
Remy Scalabrini, Maricom Inc.  
E: [rs@maricom.ca](mailto:rs@maricom.ca)  
T: (888) 585-MARI

**Item 9: Date of Report**

May 5, 2020.