

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

AgraFlora Organics International Inc. (the “Issuer”)
#804 – 750 W Pender Street
Vancouver, BC V6C 2T7
Canada

ITEM 2. DATE OF MATERIAL CHANGE

July 8, 2020

ITEM 3. NEWS RELEASE

The news releases were disseminated through the facilities of Stockwatch and subsequently filed on SEDAR on July 8, 2020.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer closes non-brokered private placement of units.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Vancouver, British Columbia / July 8, 2020 – AgraFlora Organics International Inc. (“AgraFlora” or the “Company”) (CSE: AGRA) (Frankfurt: PU31) (OTCPK: AGFAF), a growth oriented and diversified international cannabis company, is pleased to announce that it has completed a non-brokered private placement (the “Private Placement”) of 11,612,000 units (the Units”) of the Company at a price of \$0.075 per Unit for gross proceeds of \$870,900 (the “Offering”). Each Unit consists of one (1) common share of the Company (the “Common Share”) and one (1) transferable common share purchase warrant (a “Warrant”). Each Warrant entitles the holder thereof to purchase one (1) additional Common Share for a period of 5 years from closing at a price of \$0.10 per common share. The securities issued pursuant to the Offering are subject to a four (4) month hold period. The proceeds of the Offering are planned to be used by AgraFlora for general ongoing working capital and corporate purposes.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Brandon Boddy, Chairman CEO & Director
Telephone: (604) 687-2038

ITEM 9. DATE OF REPORT

July 8, 2020