

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

- Item 1. Name and Address of Reporting Issuer
- AgraFlora Organics International Inc.(the “Company”)  
Suite 810 - 789 West Pender Street  
Vancouver, BC V6C 1H2
- Item 2. Date of Material Change
- November 11, 2020
- Item 3. News Release
- A news release was disseminated on November 11, 2020 through Stockwatch and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- The Company announced that is closed a shares for debt transaction and issued 15,000,000 common shares to settle debt of \$450,000.
- Item 5. Full Description of Material Change
- Please see attached news release dated November 11, 2020.
- Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102
- Not applicable.
- Item 7. Omitted Information
- Not applicable.
- Item 8. Executive Officer
- For further information, please contact:  
Brandon Boddy  
Chief Executive Officer  
Telephone: 604-687-2038
- Item 9. Date of Report
- November 16, 2020



## AGRAFLORA ORGANICS INTERNATIONAL INC.

### NEWS RELEASE

#### AgraFlora Announces Debt Settlement

Vancouver British Columbia / November 11, 2020 – AgraFlora Organics International Inc. (“AgraFlora” or the “Company”) (CSE: AGRA) (Frankfurt: PU31) (OTCPK: AGFAF) advises that it has closed a shares for debt transaction with one creditor for \$450,000, for past services rendered to the Company. A total of 15,000,000 common shares have been issued to the creditor at a deemed price of \$0.03 per share for full satisfaction of the debt owed by the Company.

#### About AgraFlora Organics International Inc.

AgraFlora Organics International Inc. is a leading cannabis company building shareholder value through the development of revenue generating operating assets in the global cannabis industry. AgraFlora is focused primarily on the Canadian cannabis industry; the world’s most advanced and regulated legal cannabis market. Flagship Canadian assets include: Edibles & Infusions, a fully automated manufacturing facility in Winnipeg, MB for white-label and consumer branded edible production; Propagation Services Canada, a large-scale commercial greenhouse in Delta, BC focused on reshaping the Canadian flower market with high-potency, low cost cannabis flower, and AAA Heidelberg, a craft focused cannabis producer in London, ON. In addition, AgraFlora’s wholly owned subsidiary Farmako GmbH is scaling towards its goal of being Europe’s leading distributor of medical cannabis. Farmako currently has active distribution operations in Germany and expects to commence active operations in the United Kingdom in 2020. For more information please visit: <https://agraflora.com/>.

#### ***ON BEHALF OF THE BOARD OF DIRECTORS***

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Investor Relations  
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#### **For additional information:**

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*The CSE and Information Service Provider have not reviewed and does not accept responsibility for the accuracy or adequacy of this release.*

***Forward-looking Information Cautionary Statement***

*Except for statements of historic fact this news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as “plan” “expect” “project” “intend” “believe” “anticipate” “estimate” and other similar words or statements that certain events or conditions “may” or “will” occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including but not limited to delays or uncertainties with regulatory approvals including that of the CSE. There are uncertainties inherent in forward-looking information including factors beyond the Company’s control. There are no assurances that the business plans for AgraFlora Organics described in this news release will come into effect on the terms or time frame described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company’s filings with Canadian securities regulators which are available at [www.sedar.com](http://www.sedar.com).*