

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
- March 26, 2021
- Item 3. News Release
- A news release was disseminated on March 26, 2021 through Globenewswire and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- The Company announced that Jerry Habuda, Brian O’Neill, and Joseph Perino were all re-elected to the Board of Directors at the AGM. As the Company had previously received the resignation of Mr. Brandon Boddy after the date on which the Information Circular was published, Mr. Boddy was not re-elected as a Director at the AGM, thereby leaving a vacancy on the Board. Subsequent to the AGM, the Board re-appointed Elise Coppens, Chief Executive Officer of AgraFlora, via director’s resolution as a Director to fill this vacancy. Please see the Company’s news release dated March 8, 2021 for further information.
- Item 5. Full Description of Material Change
- Please see attached news release for a full description of the material change.
- 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:
Elise Coppens
Chief Executive Officer
Telephone: 604-687-2038
- Item 9. Date of Report
- March 29, 2021



AGRAFLORA ORGANICS INTERNATIONAL INC.

- NEWS RELEASE -

AgraFlora Announces AGM Voting Results

Vancouver, British Columbia / March 26, 2021 (Globe Newswire) – AgraFlora Organics International Inc. (“AgraFlora” or the “Company”) (CSE: **AGRA**) (Frankfurt: **PU31**) (OTCPK: **AGFAF**) is pleased to provide the voting results from its Annual General Meeting ("AGM") that was held today in Vancouver, British Columbia. A total of 51,890,589 common shares of the Company were voted, representing 3.18% of AgraFlora’s outstanding shares. Shareholders voted in favour of all applicable items of business before the meeting, as follows:

	Percentage of Votes Cast	
Number of Directors	% For	% Against
Number of Directors to be set at four (4)	83.74	16.26
Election of directors	% For	% of Votes Withheld
Jerry Habuda	64.62	35.38
Brian O’Niell	74.65	25.22
Joseph Perino	66.25	33.62
Appointment of Auditor	% For	% of Votes Withheld
To Appoint Dale Matheson Carr-Hilton Labonte, Chartered Accountants as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration.	78.09	21.91
Re-approval of Stock Option Plan	% or	% of Votes Withheld
To re-approve by ordinarily resolution the 10% rolling stock option plan of the Company, as more particularly described in the Information Circular.	76.83	23.17

Jerry Habuda, Brian O’Neill, and Joseph Perino were all re-elected to the Board of Directors at the AGM. As the Company had previously received the resignation of Mr. Brandon Boddy after the date on which the Information Circular was published, Mr. Boddy was not re-elected as a Director at the AGM, thereby leaving a vacancy on the Board. Subsequent to the AGM, the Board re-appointed Elise Coppens, Chief Executive Officer of AgraFlora, via director’s resolution as a Director to fill this vacancy. Please see the Company’s news release dated March 8, 2021 for further information.

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 edibles 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; and AAA Heidelberg, a craft-focused cannabis producer in London, ON. In addition, AgraFlora’s wholly-owned subsidiary, Farmako GmbH, is focused on becoming 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 2021. For more information about AgraFlora, please visit agraflora.ca and its profile page on SEDAR at www.sedar.com.

ON BEHALF OF THE BOARD OF DIRECTORS

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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.