

## FORM 9

### **NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities)**

Name of Listed Issuer:

Symbol(s):

**Organic Flower Investments Group Inc. (the "Issuer").**

**SOW**

Date: **June 10, 2019**

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: **N/A**

Issued and Outstanding Securities of Issuer Prior to Issuance: **292,283,106**

#### **Pricing**

Date of news release announcing proposed issuance: **May 30, 2019** or

Date of confidential request for price protection: **N/A**

Closing Market Price on Day Preceding the news release: **\$0.38** or

Day preceding request for price protection: **N/A**

#### **Closing**

**Number of securities to be issued: 10,402,594 Common Shares.**

Issued and outstanding securities following issuance: **302,685,700**

#### **Instructions:**

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to [listings@thecse.com](mailto:listings@thecse.com) with an appendix that includes the information in Table 1B for ALL placees.

**Part 1. Private Placement – Not applicable**

**Part 2. Acquisition**

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

**The Issuer entered into an Exclusive Sub-License Agreement (the “Sub-License Agreement”) with 1205293 B.C. Ltd. d/b/a True Focus Canada (“True Focus”) which permits the domestic marketing, distribution and development of True Focus’ product suite and proprietary intellectual property (“IP”) portfolio. The Sub-License Agreement covers the territory of Canada and is in effect for a period of 10 years.**

**True Focus boasts a suite of all-natural, nutraceutical formulations, coupled with an intuitive delivery system designed to mitigate the negative side effects associated with excessive tetrahydrocannabinol (“THC”) consumption. True Focus’ product formulations are considered ‘patent-pending’ by way of a United States Patent and Trademark Office (“USPTO”) patent application.**

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

**The Issuer entered into the Sub-License Agreement with True Focus on May 30, 2019. Pursuant to the terms of the Sub-License Agreement, the Issuer has agreed to issue common shares based on a value of \$3,500,000 based upon the five-day VWAP based of the Issuer’s common shares for the five trading days prior to the announcement of the agreement. The shares issued will be subject to a hold period of six months and one day. The Issuer and True Focus are arm’s length parties.**

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: **\$3,500,000**  
CDN

- (b) Cash: **N/A**
- (c) Securities (including options, warrants etc.) and dollar value:
- i) **9,456,904 common shares issued at a deemed value of \$0.3701 per common share**
  - ii) **Further Payment Shares shall be issuable based on the achievement of certain milestones, specifically:**

**Common shares equal to \$1.75 million CDN in the capital of the Licensee based on the achievement of either:**

- **Annualized sales run-rate of True Focus product equal to \$250,000 CDN demonstrated for an uninterrupted four consecutive months, OR**
- **Achievement of True Focus product distribution in 2,500 Shelves, AND separately,**

**Common shares equal to \$1.75 million CDN in the capital of the Licensee:**

- **Achievement of formulaic product testing/verification in a clinical setting which demonstrates positive or tangible conclusions**

- (d) Other:
- (e) Expiry date of options, warrants, etc. if any: **N/A**
- (f) Exercise price of options, warrants, etc. if any: **N/A**
- (g) Work commitments: **N/A**

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

**Arm's Length negotiations and the Board of Directors.**

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

**None**

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

| Name of Party (If not an individual, name all insiders of the Party) | Number and Type of Securities to be Issued | Dollar value per Security (CDN\$) | Conversion price (if applicable) | Prospectus Exemption   | Total Securities, Previously Owned, Controlled or Directed by Party | Describe relationship to Issuer <sup>(1)</sup> |
|--|--|-----------------------------------|----------------------------------|------------------------|---|--|
| License Holder   | 9,456,904                                  | \$0.3701 per common share         | N/A                              | NI 45-106 Section 2.12 | Nil   | Arm's length party to the issuer               |

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

**Customary representation and warranties under the Sub-License Agreement, underlying agreements and management due diligence.**

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

**Eiza Redila  
#609 – 1887 Crowe Street  
Vancouver, BC V5Y 0B4**

- (b) Cash **N/A**
- (c) Securities: **945,690 common shares issued at a value of \$0.38 per share.**
- (d) Other **N/A**
- (e) Expiry date of any options, warrants etc. **N/A**

(f) Exercise price of any options, warrants etc. **N/A**

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

**The party receiving compensation in connection with the acquisition is not a Related Party, although they do provide advisory services to the Issuer, and may have previously received finders' fees in connection with acquisitions completed by the Issuer.**

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

**The Sub-License Agreement is not continuous to or otherwise related to any other asset by the Issuer in the last 12 months.**

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
  - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
  - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated **June 10, 2019**.

**Theo van der Linde**  
\_\_\_\_\_  
Name of Director or Senior  
Officer

***"Theo van der Linde"***  
\_\_\_\_\_  
Signature

**Director**  
\_\_\_\_\_  
Official Capacity

## **Appendix A**

### **PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9**

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, "CSE or the "Exchange") collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- 
- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange's obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.