

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: **July 5, 2019**

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

If yes provide date(s) of prior Notices: **June 10, 2019**

Issued and Outstanding Securities of Issuer Prior to Issuance: **281,495,700**

Pricing

Date of news release announcing proposed issuance: **April 15, 2019** or

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

Closing Market Price on Day Preceding the news release: **\$0.43** or

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

Closing

Number of securities to be issued: **21,999,912**

Issued and outstanding securities following issuance: **303,495,612**

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 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:

Canutra Naturals Ltd. (“Canutra”) is a Canadian cannabidiol (“CBD”) cosmetics/topicals manufacturing company, equipped with a vertically integrated, farm-to-face model. Directly and through trade partners, Canutra cultivates, extracts, manufactures, and markets its premium skincare, cosmetics and cannabinoid product lines from its flagship facility in Kent County, New Brunswick. Canutra is dedicated to improving the health and wellness of the consumer population through the research, development and streamlined delivery of revolutionary cannabis/CBD products and technologies.

Canutra has developed a suite of trusted consumer brands, including Whole Hemp Health, a Canadian all-natural, hand-made skincare line; formulated with organic hemp seed oil. Canutra markets its Whole Hemp Health product line by way of brick-and-mortar retail outlets, Amazon Prime, as well as direct-to-consumer; through Canutra’s integrated Shopify e-commerce platform; www.wholehemphealth.ca.

Canutra’s wholly owned subsidiary Canutra Farms, owns and operates 76 acres of un-zoned agricultural land with 1,000 feet of river frontage in Kent County, New Brunswick. Canutra Farms was formerly a federally owned farm and research facility and is equipped with over 17,500 square feet of commercial-grade facilities and 12 separate structures. Canutra Farms was granted an industrial hemp license for its New Brunswick land parcel in 2017.

The Issuer entered into a letter of intent on April 12, 2019 to acquire 100% of the issued and outstanding share capital of Canutra (the “Agreement”). The Agreement remains subject to the approval of Canutra shareholders (the “Vendors”).

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 Agreement on April 12, 2019. Pursuant to the terms of the Agreement, the Issuer will issue 20,000,000 common shares to the Vendors at a deemed price of \$0.50 per common share in exchange for all of the issued and outstanding share capital of Canutra.

The Issuer, Canutra and the Vendors are non-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:

CDN. \$10,000,000

(b) Cash: **N/A**

(c) Securities (including options, warrants etc.) and dollar value:
19,999,912 common shares will be issued at a deemed value of \$0.50 per common share for total consideration payable of \$10,000,000 CAD (the "Purchase Price").

(d) Other:

Co-Packer Acquisition Milestone

- In addition to the payment of the Purchase Price on closing, the Issuer shall pay to the Vendors an additional \$2,000,000 CAD payable in common shares of the Issuer based on the value of the Issuer's common share shares when Canutra completed the acquisition of 100% of Savonnerie Olivier Soapery at an aggregate purchase price equal to or less than \$2,000,000 CAD with no more than \$750,000 CAD in cash.

Grant Funding Milestone

- In addition to the payment of the Purchase Price on Closing and the payment of the Co-Packer Acquisition Milestone (if applicable), the Issuer shall pay to the Vendors an amount equal to 20% of grant funding obtained by Canutra on or before April 30, 2020 granted by any provincial or federal (Canada) government related body or division in favour of Canutra (the "Grant"), payable pro rata to the Vendors by the issuance of Issuer common shares based on the value of the Issuer's common shares when Canutra receives such Grant.

(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 ⁽¹⁾
132 arm's length shareholders of Canutra will receive a total of 19,999,912 common shares of the Issuer issued at a deemed value of \$0.50 per common share. The shares are being issued pursuant to NI 45-106 section 2.12 and will be subject to a four month and one day trading restriction.						

(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 Agreement, any 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):

**Pamela Stone – 2305 301 Capilano Road, Port Moody, BC
Canada**

- (b) Cash **N/A**
- (c) Securities **2,000,000 common shares issued at a deemed value of \$0.43 per common 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 acquisition of Canutra 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 **July 5, 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:

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- 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.