

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Organic Flower Investments Group Inc.
(the “**Organic Flower**” or “**Company**”)
Suite 810 - 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2. Date of Material Change

August 10, 2020

Item 3. News Release

A news release was disseminated on August 10, 2020 through Stockwatch and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

The Company closes non-brokered private placement.

Item 5. Full Description of Material Change

The Company completed a non-brokered private placement of 50,000,000 units of the Company (the "Units") at a price of \$0.07 per Unit for gross proceeds of \$3,500,000 (the “Private Placement”). Each Unit consists of one common share (a "Share") and one transferable Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional Share at a price of \$0.50 per Share for a period of five (5) years from the date of issuance. In the event that the Shares have a closing price on the Canadian Securities Exchange (or such other exchange on which the Shares may be traded at such time) of \$1.50 or greater per Share for a period of ten (10) consecutive trading days at any time from the closing of the Private Placement, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof (by disseminating a news release advising of the acceleration of the expiry date of the Warrants) and, in such case, the Warrants will expire on the thirtieth day after the date of such notice.

In connection with the Private Placement, the Company paid finder’s fees through the issuance of an aggregate 3,380,000 Shares to arm’s length parties.

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:
Joel Dumaresq
Chief Executive Officer
Telephone: 604-687-2038

Item 9. Date of Report

August 20, 2020