

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
- October 8, 2020
- Item 3. News Release
- A news release was disseminated on October 8, 2020 through Stockwatch and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- The Company closed a non-brokered private placement of 5,200,000 units and raised aggregate gross proceeds of \$1,300,000. Each unit is comprised of one common share and one common share purchase warrant.
- Item 5. Full Description of Material Change
- See the attached news release attached as Schedule A.
- 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
- October 16, 2020



ORGANIC FLOWER CLOSSES PRIVATE PLACEMENT

News Release

VANCOUVER, British Columbia, October 8, 2020 - Organic Flower Investments Group Inc. (CSE: SOW)(FWB: 2K6)(OTC: QILFF) ("Organic Flower" or the "Company") announces that the Company has closed a non-brokered private placement (the "Private Placement") of 5,200,000 units of the Company (the "Units") at a price of \$0.25 per Unit for gross proceeds of \$1,300,000. 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.

No finder's fees have been paid in connection with the Private Placement. The Company intends to use the net proceeds from the Private Placement to further pursue investment opportunities in accordance with the Company's investment policy and for general working capital purposes.

All securities issued in connection with the Private Placement will be subject to a four-month hold period under securities laws.

ABOUT ORGANIC FLOWER INVESTMENTS

Organic Flower is an investment company that specializes in investing into private and public companies opportunistically that may be engaged in a variety of industries, with a current focus in the health and renewable energy industries. In particular, the investment mandate is focused on high return investment opportunities, the ability to achieve a reasonable rate of capital appreciation and to seek liquidity in our investments.

ON BEHALF OF THE ORGANIC FLOWER INVESTMENTS GROUP INC. BOARD OF DIRECTORS

"Joel Dumaresq"

Joel Dumaresq
Chief Executive Officer
+1 (604) 687-2038
info@sowcannabis.ca

Learn more about Organic Flower by visiting our website at: <https://sowinvestments.ca/>

THE CSE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE.

Notice Regarding Forward Looking Information:

This press release contains "forward-looking statements" or "forward-looking information" (collectively referred to herein as "forward-looking statements") within the meaning of applicable securities legislation. Such forward- looking statements include, without limitation, forecasts, estimates, expectations and objectives for future operations that are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of Organic Flower. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur or be achieved. This press release contains forward-looking statements pertaining to, among other things, the timing and ability of the Company to complete any potential investments or acquisitions, if at all, and the timing thereof. Forward-looking information is based on current expectations, estimates and projections that involve a number of risks, which could cause actual results to vary and, in some instances, to differ materially from those anticipated by the Company and described in the forward-looking information contained in this press release.

Although the Company believes that the material factors, expectations and assumptions expressed in such forward- looking statements are reasonable based on information available to it on the date such statements were made, no assurances can be given as to future results, levels of activity and achievements and such statements are not guarantees of future performance.

The forward-looking information contained in this release is expressly qualified by the foregoing cautionary statements and is made as of the date of this release. Except as may be required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward- looking information to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.