

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Flower One Holdings Inc. (the "Issuer").

Trading Symbol: FONE

Date: April 9, 2021

### 1. New Options Granted:

Date of Grant: March 9, 2020 and March 31, 2021.

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Travis Holquin	Employee	No	25,000	\$0.53	Mar/9/25	Nil
RSG Advisors, LLC	Consultant	Yes	100,000	\$0.295	Mar/31/31	Nil
Larry Ruhe	Consultant	No	50,000	\$0.295	Mar/31/31	Nil
Mitchell Kahn	Director	Yes	106,567	\$0.295	Mar/31/31	Nil
Nitin Kaushal	Director	Yes	169,067 <sup>(1)</sup>	\$0.295	Mar/31/31	Nil
Eliza Gairard	Director	Yes	169,067 <sup>(1)</sup>	\$0.295	Mar/31/31	Nil
Richard Ormond	Employee	No	106,567	\$0.295	Mar/31/31	Nil

**Notes:**

(1) Represents 62,500 restricted share units and 106,567 options.

Total Number of optioned shares proposed for acceptance: 726,268.

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
John Newell	500,000	\$2.60	October 9, 2018	October 9, 2023
Steven Newell	500,000	\$2.60	October 9, 2018	October 9, 2023
Anthony Martin	600,000	\$0.20	March 7, 2018	March 7, 2028
	250,000	\$2.60	October 9, 2018	October 9, 2018
Warner Fong	350,000	\$2.60	October 9, 2018	October 9, 2023
David Wesley	525,000	\$0.20	March 7, 2018	March 7, 2028
	350,000	\$2.60	October 9, 2018	October 9, 2023
Amit Varma	525,000	\$0.20	March 7, 2018	March 7, 2028
	350,000	\$2.60	October 9, 2018	October 9, 2023
Chris Crupi	62,500	\$0.20	March 7, 2018	March 7, 2028
Ken Villazor	1,250,000	\$0.20	March 7, 2018	March 7, 2028
	125,000	\$2.60	October 9, 2018	October 9, 2023
Jean St. Martin	125,000	\$0.20	March 7, 2018	March 7, 2028
	125,000	\$2.60	October 9, 2018	October 9, 2023
Karl Fox	200,000	\$0.20	March 7, 2018	March 7, 2028
	100,000	\$2.60	October 9, 2018	October 9, 2023
Tony Kalf	500,000	\$0.20	March 7, 2018	March 7, 2028
	125,000	\$2.60	October 9, 2018	October 9, 2023
Andrew Jackson	50,000	\$0.20	March 7, 2018	March 7, 2028
	200,000	\$2.60	October 9, 2018	October 9, 2023
Adrian Wan	25,000	\$0.20	March 7, 2018	March 7, 2028
Harry Van Duijne	50,000	\$0.20	March 7, 2018	March 7, 2028
Fons Aldenzee	100,000	\$0.20	March 7, 2018	March 7, 2028
Alfredo Munoz	25,000	\$0.85	June 1, 2018	June 1, 2028
Alonso Portillo	25,000	\$0.85	June 1, 2018	June 1, 2028
Andrew Phillips	250,000	\$0.85	June 1, 2018	June 1, 2028
Angel Durazo	25,000	\$0.85	June 1, 2018	June 1, 2028
Armando Barbachan	25,000	\$0.85	June 1, 2018	June 1, 2028
David Coronado	50,000	\$0.85	June 1, 2018	June 1, 2028

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Dillon Kass	50,000	\$0.85	June 1, 2018	June 1, 2028
	150,000	\$2.60	October 9, 2018	October 9, 2023
Efrain Valle Rodarte	25,000	\$0.85	June 1, 2018	June 1, 2028
Elizabeth Aguilar Mendoza	25,000	\$0.85	June 1, 2018	June 1, 2028
Francisco Rodarte	50,000	\$0.85	June 1, 2018	June 1, 2028
Geoffrey Miachika	250,000	\$0.85	June 1, 2018	June 1, 2028
	375,000	\$2.60	October 9, 2018	October 9, 2023
Gerardo Navarro Spamer	25,000	\$0.85	June 1, 2018	June 1, 2028
Hector Alejandro Lopez-Rosas	50,000	\$0.85	June 1, 2018	June 1, 2028
Jeffrey Davis	25,000	\$0.85	June 1, 2018	June 1, 2028
Justin Hnatiuk	25,000	\$0.85	June 1, 2018	June 1, 2028
Mason Duarte	25,000	\$0.85	June 1, 2018	June 1, 2028
Miguel Castillo	25,000	\$0.85	June 1, 2018	June 1, 2028
Oscar Rodarte	25,000	\$0.85	June 1, 2018	June 1, 2028
Paul Sparkes	40,000	\$0.85	June 1, 2018	June 1, 2028
Roel Boers	50,000	\$0.85	June 1, 2018	June 1, 2028
	25,000	\$0.85	June 1, 2018	June 1, 2028
Scott Dolan	25,000	\$2.60	October 9, 2018	October 9, 2023
	25,000	\$2.60	October 9, 2018	October 9, 2023
Stephanus Van Haren	25,000	\$0.85	June 1, 2018	June 1, 2028
Tammy Ingersoll	25,000	\$0.85	June 1, 2018	June 1, 2028
Tim de Kok	50,000	\$0.85	June 1, 2018	June 1, 2028
Timothy Thornton	25,000	\$0.85	June 1, 2018	June 1, 2028
Tom Noels	50,000	\$0.85	June 1, 2018	June 1, 2028
Elaine Sanchez	50,000	\$2.60	October 9, 2018	October 9, 2023
John Capretta	50,000	\$2.60	October 9, 2018	October 9, 2023
Justin Wall	25,000	\$2.60	October 9, 2018	October 9, 2023
	25,000	\$2.62	March 28, 2019	March 28, 2024
Kara Krasnoff	50,000	\$2.60	October 9, 2018	October 9, 2023
Konstantine Deslis	50,000	\$2.60	October 9, 2018	October 9, 2023
Laura Duran	50,000	\$2.60	October 9, 2018	October 9, 2023
Melissa St. Andre	50,000	\$2.60	October 9, 2018	October 9, 2023
Pateel Boyajian	50,000	\$2.60	October 9, 2018	October 9, 2023

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	50,000	\$2.62	March 28, 2019	March 28, 2024
Portia Hornick	25,000	\$2.60	October 9, 2018	October 9, 2023
	25,000	\$2.62	March 28, 2019	March 28, 2024
Robert Pulido	100,000	\$0.20	March 7, 2018	March 7, 2018
	100,000	\$2.60	October 9, 2018	October 9, 2023
Ron Chambers	50,000	\$2.60	October 9, 2018	October 9, 2023
Salpy Boyajian	150,000	\$2.60	October 9, 2018	October 9, 2023
	50,000	\$2.62	March 28, 2019	March 28, 2024
Shatony Sargeant	150,000	\$2.60	October 9, 2018	October 9, 2023
	50,000	\$2.62	March 28, 2019	March 28, 2025
Brett Fink	50,000	\$2.62	March 28, 2019	March 28, 2024
Brynn Sasaki	50,000	\$2.62	March 28, 2019	March 28, 2024
Danny Prussman	50,000	\$2.62	March 28, 2019	March 28, 2024
Gordon Exel	30,000	\$2.62	March 28, 2019	March 28, 2024
Jason Osni	50,000	\$2.62	March 28, 2019	March 28, 2024
Joe Franciskovich	50,000	\$2.62	March 28, 2019	March 28, 2024
Russel Wilenkin	100,000	\$2.62	March 28, 2019	March 28, 2024
Simona Toomalatai	25,000	\$2.62	March 28, 2019	March 28, 2024
Ariel Calimlim	25,000	\$2.88	July 8, 2019	July 8, 2029
Chris Mortimer	25,000	\$2.88	July 8, 2019	July 8, 2029
Kellen O'Keefe	1,250,000	\$2.85	July 15, 2019	July 15, 2029
Kyra Rudnick	25,000	\$2.85	July 15, 2019	July 15, 2029
Vicente Reyna	25,000	\$2.55	August 6, 2019	August 6, 2029
Ricky Jefferies	50,000	\$2.14	September 4, 2019	September 4, 2029
Troy McNutt	25,000	\$2.14	September 24, 2019	September 24, 2029
Jorge Cisneros	25,000	\$0.96	November 19, 2019	November 19, 2029
Tim Glasgow	25,000	\$0.95	January 6, 2020	January 6, 2030
JC Friedel	25,000	\$0.49	July 1, 2020	July 1, 2030
Patrick Duffy	50,000	\$0.49	July 1, 2020	July 1, 2030

(1) Set out number of optioned shares for each grant with different terms.

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**3. Additional Information**

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

**Shareholder approval was not required for the grant of options.**

- (b) State the date of the news release announcing the grant of options.

**Not applicable.**

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

**As of March 31, 2021, a total 308,184,565 common shares of the Issuer were issued and outstanding.**

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

**The aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options represent 4.07% of the issued and outstanding shares of the Issuer as of March 31, 2021.**

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

**As of March 31, 2021 there are 18,284,688 shares reserved for issuance remaining under the plan.**

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

**Not applicable.**

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

**There are no proposed material changes in the affairs of the Issuer.**

#### 4. 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.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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 CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated April 9, 2021.

Kellen O'Keefe  
Name of Director or Senior  
Officer

(signed) "Kellen O'Keefe"  
Signature

President & Interim CEO  
Official Capacity