

AMENDED FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

Flower One Holdings Inc. (the "Issuer").	FONE
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Date: June 30, 2020 Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: June 26, 2020

Issued and Outstanding Securities of Issuer Prior to Issuance: 226,752,581

Pricing

Date of news release announcing proposed issuance: June 17, 2020 or

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: \$0.58 or

Day preceding request for price protection: _____

Closing

Number of securities to be issued: 16,102,018 units of the Company (the "Units") at an issue price of C\$0.51 per Unit for aggregate gross proceeds of C\$8,212,029.24, with each Unit consisting of one common share in the capital of the Company (a "Common Share") and one-half common share purchase warrant (each a "Warrant" and collectively, the "Warrants"), with each Warrant entitling the holder to subscribe for one Common Share (a "Warrant Share") at an exercise price of C\$0.61 per Warrant Share at any time prior to the day that is 36 months from the closing date of the Offering; provided, however in the event that the Common Shares trade on the CSE at a closing price equal to or greater than C\$1.22 per for a period of twenty (20) consecutive trading days, the Company may implement an accelerated expiry date of the Warrants by giving notice to the holders of the Warrants of the accelerated expiry and, thereafter, the Warrants will expire on the date that is ninety (90) days following the delivery of such notice.

Issued and outstanding securities following issuance: 242,854,599

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

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
British Columbia	12	CAD \$0.51	C\$499,209.93
Ontario	3	CAD \$0.51	C\$312,749.85
USA	8	CAD\$0.51	C\$7,400,069.40
Total number of purchasers:	23		
Total dollar value of distribution in all jurisdictions:			C\$8,212,029.18

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

¹An 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.

1. Total amount of funds to be raised: C\$8,212,029.18 .

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. General working capital purposes .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A _____ .
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
- (a) Class Common Shares _____ .
 - (b) Number C _____ .
 - (c) Price per security CAD\$0.51 _____ .
 - (d) Voting rights One vote per Common Shares _____ .
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number 8,051,005 Warrants _____ .
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) 8,051,005 Warrant Shares _____ .
 - (c) Exercise price CAD\$0.61 _____ .
 - (d) Expiry date June 26, 2023 _____ .
7. Provide the following information if debt securities are to be issued: N/A
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .

- (e) Default provisions _____ .
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 placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (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): PI Financial Corp., Leede Jones Gable Inc., Haywood Securities Inc. and Mackie Research Capital .
- (b) Cash C\$5,555.00 _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship
N/A _____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
N/A _____ .
11. State whether the private placement will result in a change of control.
N/A _____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A _____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

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 30, 2020.

Ken Villazor
Name of Director or Senior
Officer

(Signed "Ken Villazor")
Signature

President and CEO
Official Capacity

Appendix - Table 1B

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
PI FINANCIAL CORP. ON	25,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	Nil in respect of the applicable subscriber	June 23, 2020	N/A
LEEDE JONES GABLE INC. BC	10,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	Nil in respect of the applicable subscriber	June 26, 2020	N/A
CHRISTOPHER ROOS USA	1,270,730	CDN\$0.51	N/A	S. 2.3 of OSC Rule 72-503	1,800,000 common shares	June 24, 2020	N/A
COLIN TAYLOR C/O CANACCORD, ACCOUNT REFERENCE 41P – 306A – 1 ON	500,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	222,222 common shares	June 19, 2020	N/A
CR FINANCIAL HOLDINGS, INC. USA	1,329,215	CDN\$0.51	N/A	S. 2.3 of OSC Rule 72-503	None	June 25, 2020	N/A
DAVID BAKONYI BC	100,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	30,000 common shares	June 22, 2020	N/A
FREDERIK J. KLOMP BC	30,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	30,000 common shares	June 25, 2020	N/A
GEOFFREY GILLESPIE – CREDENTIAL SECUTIRIES Q5J – 3APR – A BC	400,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	1,160,000 common shares	June 24, 2020	N/A
GREGORY SCOTT SKINNER USA	93,045	CDN\$0.51	N/A	S. 2.3 of OSC Rule 72-503	None	June 26, 2020	N/A

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HARBOR GATES CAPITAL, LLC USA	398,765	CDN\$0.51	N/A	S. 2.3 of OSC Rule 72-503	377,973 common shares and 188,986 warrants	June 22, 2020	N/A
HYBRID FINANCIAL LTD. ON	88,235	CDN\$0.51	N/A	S. 2.3 of NI 45-106	360,000 common shares	June 26, 2020	N/A
IHOR LYS USA	132,921	CDN\$0.51	N/A	S. 2.3 of OSC Rule 72-503	140,500 common shares	June 19, 2020	N/A
BMO NESBITT BURNS INC., IN TRUST FOR JOHN O GJERVAN – ACCOUNT REFERENCE 805-99169-27 BC	80,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	60,000 common shares	June 24, 2020	N/A
CLAYMORE CAPITAL CORP. #11ZHC3E BC	20,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	1,900 common shares, 5,000 convertible debentures and 397,600 warrants	June 23, 2020	N/A
LINDA WESLEY HOEM BC	40,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	12,500 common shares and 4,000 warrants	June 23, 2020	N/A
MERVYN TAYLOR BC	30,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	57,000 common shares	June 25, 2020	N/A
NORTH LAS VEGAS PROPERTIES, INC. USA	10,919,730	CDN\$0.51	N/A	S. 2.3 of OSC Rule 72-503	5,375,000 warrants	June 26, 2020	N/A
PAUL DUSTIN WESLEY BC	36,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	328,000 warrants	June 25, 2020	N/A
HAYWOOD SECURITIES INC. BC	107,843	CDN\$0.51	N/A	S. 2.3 of NI 45-106	549,194 common shares in respect of the applicable subscriber	June 24, 2020	N/A
TODD WIEDEMAN BC	50,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	45,100 common shares and 252,000 warrants	June 19, 2020	N/A
MACKIE RESEARCH CAPITAL ITF WALTER WILSON BC	75,000	CDN\$0.51	N/A	S. 2.3 of NI 45-106	66,500 common shares	June 29, 2020	N/A

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IMPERIAL PRODUCTIONS V, LLC USA	182,767	CDN\$0.51	N/A	S. 2.3 of OSC Rule 72-503	None	June 26, 2020	N/A
WILCOX AND ADAMS HOLDINGS, LLC USA	182,767	CDN\$0.51	N/A	S. 2.3 of OSC Rule 72-503	None	June 26, 2020	N/A

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