



Flower One Strengthens Balance Sheet with Significant Conversion of Debentures

More than 56% of November 2019 Debentures and 26% of March 2019 Debentures have Converted to Equity, Reducing the Company's Corporate Debt by CDN \$26.6M

Toronto, Ontario & Las Vegas, Nevada, June 8, 2020 – Flower One Holdings Inc. (the “Company” or “Flower One”) (CSE: FONE) (OTCQX: FLOOF) (FSE: F11), a leading cannabis cultivator, producer and innovator in Nevada, today announced that more than 56% of the November 15, 2019 debentures valued at CDN \$20.9 million have now converted. This, along with the conversion of 26% of the March 28, 2019 debentures valued at CDN \$57.5 million, has eliminated CDN \$26.6 million of these debts from the Company’s balance sheet.

“These significant conversions of debentures have continued to reduce our corporate debt balance to the benefit of our balance sheet,” said Ken Villazor, President and CEO of Flower One. “We believe these conversions also signals the confidence our investors have shown in Flower One’s demonstrated ability to execute against our differentiated long-term growth strategy. Since our initial harvest in August 2019, our greenhouse has yielded industry-leading metricsⁱ in both cultivation and extraction, and we continue to excel in the brand partnership and production manufacturing verticals.”

About Flower One Holdings Inc.

Flower One is the largest cannabis cultivator, producer, and full-service brand fulfillment partner in the state of Nevada. By combining more than 20 years of greenhouse operational excellence with best-in-class cannabis operators, Flower One offers consistent, reliable, and scalable fulfillment to a growing number of industry-leading cannabis brands. Flower One’s flagship 400,000 square-foot greenhouse and 55,000 square-foot production facility is used for large scale cannabis cultivation, processing, and manufacturing. Flower One also owns and operates a second production facility in Las Vegas, with 25,000 square-feet of indoor cultivation and a commercial kitchen that will produce several of the nation’s top-performing edible brands. Flower One produces a wide range of products ranging from wholesale flower, full-spectrum oils, and distillates to finished consumer packaged goods including flower, pre-rolls, concentrates, edibles, and topicals for the top-performing brands in cannabis.

The Company’s common shares are traded on the Canadian Securities Exchange under the Company’s symbol “FONE”, in the United States on the OTCQX Best Market under the symbol “FLOOF” and on the Frankfurt Stock Exchange under the symbol “F11”. For more information, visit: <https://flowerone.com>.



Forward-Looking Statements

Statements in this press release that are not statements of historical or current fact constitute "forward-looking information" within the meaning of Canadian securities laws and "forward-looking statements" within the meaning of United States securities laws (collectively, "forward-looking statements"). Such forward-looking statements involve known and unknown risks, uncertainties, and other unknown factors that could cause the actual results of the Company to be materially different from historical results or from any future actual results expressed or implied by such forward-looking statements. In addition to statements which explicitly describe such risks and uncertainties, readers are urged to consider statements labeled with the terms "believes," "belief," "expects," "intends," "anticipates," "potential," "should," "may," "will," "plans," "continue" or other similar expressions to be uncertain and forward-looking.

Forward-looking statements may include, without limitation, statements relating to the Company's filing and delivery of its Annual Filings or its Q1 Disclosure Documents; the earnings conference call; the disclosure of executive compensation; potential financial results; ability to remain open in response to the state government's public health efforts to contain COVID-19; the Company's leadership as a cannabis cultivator, producer, innovator and full-service brand fulfillment partner; the Company's ability to offer consistent, reliable and scalable fulfillment to its brand partners; and the production of the nation's top-performing edibles brands.

The Company is indirectly involved in the manufacture, possession, use, sale and distribution of cannabis in the recreational and medicinal cannabis marketplaces in the United States through its subsidiary Cana Nevada Corp. Local state laws where Cana Nevada Corp. operates permit such activities; however, these activities are currently illegal under United States federal law. Additional information regarding this and other risks and uncertainties relating to the Company's business are contained under the heading "Risk Factors" in the Company's Shelf Prospectus dated September 27, 2019 and the Prospectus Supplement dated November 8, 2019 (collectively, the "Prospectus") filed on its issuer profile on SEDAR at www.sedar.com.

The forward-looking statements contained in this press release are expressly qualified in their entirety by this cautionary statement, the "Cautionary Statement regarding Forward-Looking Information" section contained in the Prospectus. All forward-looking statements in this press release are made as of the date of this press release. The forward-looking statements contained herein are also subject generally to assumptions and risks and uncertainties that are described from time to time in the Company's public securities filings with the Canadian securities commissions, including the Company's Prospectus.

Although Flower One has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: dependence on obtaining regulatory approvals; investing in target companies or projects that are engaged in activities currently considered illegal under United States federal law; changes in laws; limited operating history; reliance on management; requirements for additional financing; competition; hindering market growth and state



adoption due to inconsistent public opinion and perception of the medical-use and adult-use marijuana industry and; regulatory or political change.

Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this news release are made as of the date of this release. Flower One Holdings disclaims and does not undertake any intention or obligation to update or revise any such forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR THEIR REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Contacts:

Flower One

Ken Villazor, President and CEO

(416) 200-7641

Investor Relations

Canada

NATIONAL Public Relations

(416) 848-9835

United States

ADDO Investor Relations

(310) 829-5400

ir@flowerone.com

Media

media@flowerone.com

ⁱ Sources: Intro-Blue, December 11, 2019; Intro-Blue, March 9, 2020.