

## **CORRECTING and REPLACING Flower One Provides Update on Convertible Debenture Interest Payment**

CORRECTION...by Flower One Holdings Inc.

TORONTO & LAS VEGAS--(BUSINESS WIRE)--December 31, 2020--Second paragraph, first sentence should read: The aggregate interest payment due on December 31, 2020 is CDN\$2,457,983, and as of today's date, the aggregate principal amount outstanding on the Debentures is US\$38.3 million. (instead of: The aggregate interest payment due on December 31, 2020 is CDN\$2,457,983, and as of today's date, the aggregate principal amount outstanding on the Debentures is US\$28,194,970.)

The updated release reads:

### **FLOWER ONE PROVIDES UPDATE ON CONVERTIBLE DEBENTURE INTEREST PAYMENT**

Flower One Holdings Inc. ("Flower One" or the "Company") (CSE: FONE) (OTCQX: FLOOF) (FSE: F11), a leading cannabis cultivator, producer and innovator in Nevada, announced today that it does not intend to make the applicable interest payments due on December 31, 2020 related to its Unsecured Convertible Debentures issued in March 2019 and November 2019 (collectively the "**Debentures**").

The aggregate interest payment due on December 31, 2020 is CDN\$2,457,983, and as of today's date, the aggregate principal amount outstanding on the Debentures is US\$38.3 million. All of the Debentures bear interest at 9.5%. Under the terms of the Debentures, the Company has 30 days from the interest payment due date to pay the interest, before there will be an event of default under the Debentures.

The Company continues to pursue a range of financing alternatives, and has determined that it is prudent for the Company to preserve cash in the short term pending further information about the availability and terms of any such alternatives. In this regard, the Board of Directors has formed a special committee comprised of independent directors to pursue and consider various alternatives.

#### **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 currently produces a wide range of products ranging from wholesale flower, full-spectrum oils, and distillates to finished consumer packaged goods including: flower, pre-rolls, infused pre-rolls, concentrates, edibles, and topicals for the top-performing brands in cannabis. 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 operates a second production facility with 25,000 square-feet of indoor cultivation and a commercial kitchen that produces several of the nation's top-performing edible brands.

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 Statement**

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 ability to complete a financing, the ability of the Company to pay Debenture interest, 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 Management Discussion and Analysis dated September 30, 2020 (the "MD&A") filed on its issuer profile on SEDAR at [www.sedar.com](http://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 MD&A. 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 MD&A.

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 Investor Relations:](#)  
[ir@flowerone.com](mailto:ir@flowerone.com)

[Flower One:](#)  
Kellen O'Keefe, Chief Strategy Officer  
702.660.7775  
[kellen@flowerone.com](mailto:kellen@flowerone.com)

Ken Villazor, President and CEO

416.200.7641

kvillazor@flowerone.com