

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: FONE

Date: October 17, 2019

### 1. New Options Granted:

Date of Grant: October 17, 2019

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
Others	Employee	No	25,000	\$1.54	October 17, 2024	nil
			25,000			nil

Total Number of optioned shares proposed for acceptance: 25,000.

### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares	Exercise Price	Original Date of Grant	Expiry Date
Warner Fong	525,000	\$0.20	Mar 7 2018	Mar 7 2023
David Wesley	525,000	\$0.20	Mar 7 2018	Mar 7 2023
Amit Varma	525,000	\$0.20	Mar 7 2018	Mar 7 2023
Ken Villazor	1,250,000	\$0.20	Mar 7 2018	Mar 7 2023
Karl Fox	200,000	\$0.20	Mar 7 2018	Mar 7 2023
Jean St. Martin	125,000	\$0.20	Mar 7 2018	Mar 7 2023
Andrew Jackson	50,000	\$0.20	Mar 7 2018	Mar 7 2023
Roberto Pulido	100,000	\$0.20	Mar 7 2018	Mar 7 2023

Others	2,837,500	\$0.20	Mar 7 2018	Mar 7 2023
Geoffrey Miachika	250,000	\$0.85	Jun 1, 2018	Jun 1, 2023
Dillon Kass	50,000	\$0.85	Jun 1, 2018	Jun 1, 2023
Others	990,000	\$0.85	Jun 1, 2018	Jun 1, 2023
Warner Fong	350,000	\$2.60	Oct 12, 2018	Oct 9, 2023
David Wesley	350,000	\$2.60	Oct 12, 2018	Oct 9, 2023
Amit Varma	350,000	\$2.60	Oct 12, 2018	Oct 9, 2023
Ken Villazor	125,000	\$2.60	Oct 12, 2018	Oct 9, 2023
Karl Fox	100,000	\$2.60	Oct 12, 2018	Oct 9, 2023
Jean St. Martin	125,000	\$2.60	Oct 12, 2018	Oct 9, 2023
Andrew Jackson	200,000	\$2.60	Oct 12, 2018	Oct 9, 2023
Roberto Pulido	100,000	\$2.60	Oct 12, 2018	Oct 9, 2023
Geoffrey Miachika	375,000	\$2.60	Oct 12, 2018	Oct 9, 2023
Dillon Kass	150,000	\$2.60	Oct 12, 2018	Oct 9, 2023
Others	2,150,000	\$2.60	Oct 12, 2018	Oct 9, 2023
Others	630,000	\$2.62	Mar 28, 2019	Mar 28, 2024
Others	100,000	\$2.88	July 8, 2019	July 8, 2024
Kellen O'Keefe	1,250,000	\$2.85	July 15, 2019	July 15, 2024
Others	25,000	\$2.85	July 15, 2019	July 15, 2024
Others	50,000	\$2.70	July 29, 2019	July 29, 2024
Others	25,000	\$2.55	August 6, 2019	August 6, 2024
Others	50,000	\$2.14	September 4, 2019	September 4, 2024
Others	25,000	\$1.80	September 24, 2019	September 24, 2024
<b>TOTAL</b>	<b>13,957,500</b>			

### 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.

March 28, 2019 Amended and Restated Stock Option Plan approved and ratified at the shareholders' meeting on June 28, 2019.

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

None

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

181,964,414

- (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.

7.7%

- (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.

4,213,941

- (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.

N/A

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

N/A

#### 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 October 17, 2019

Geoff Miachika  
Name of Director or Senior  
Officer

(Signed) "Geoff Miachika"  
Signature

CFO  
Official Capacity