

Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

Flower One Holdings Inc. (“**Flower One**” or the “**Company**”)
Suite 600 - 20 Richmond Street East
Toronto, ON M5C 2R9

Telephone: 416-200-7641

Item 2: Date of Material Change

January 4, 2021

Item 3: News Release

The Company issued a news release in Toronto, Ontario on December 29, 2020 via Business Wire.

Item 4: Summary of Material Change

On January 4, 2021, Flower One announced the appointment of Richard Groberg as its acting Chief Financial Officer, replacing David Kane.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

On January 4, 2021 Flower One announced the appointment of Richard Groberg as its Acting Chief Financial Officer, replacing David Kane.

Mr. Groberg joins Flower One as an accomplished financial executive with a long and successful track record of working with entrepreneurs in a wide range of companies from start-ups to turn arounds to high-growth, multi-unit operations. Mr. Groberg's cumulative track record of public and private capital raises (both equity and debt) plus M&A transactions exceeds \$2 billion across several decades – with a recent focus on building and managing the back-office operations of early-stage and high-growth companies. Mr. Groberg has resided in Las Vegas since 2006 and, since early 2017, has worked with a number of public and private cannabis companies. Mr. Groberg has an M.B.A in Finance from Fordham University.

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 that 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 Mr. Groberg's ability to leverage his industry knowledge, extensive capital raising expertise and strong relationships with key industry leaders and institutional investors to the benefit of Flower One; the Company's continued success; the Company's leadership as a cannabis cultivator, producer, innovator and full-service brand fulfillment partner in Nevada; the Company's ability to offer consistent, reliable and scalable fulfillment to its brand partners; the Company's growing number of industry-leading cannabis brands; and the scale and capacity of Flower One's cultivation, processing, and manufacturing.

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.

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 Annual Information Form. 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 Annual Information Form.

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.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

Item 8: Executive Officer

Name of Executive Officer: Ken Villazor, President and CEO

Telephone Number: 416-200-7641

Item 9: Date of Report

January 4, 2021