

Flower One Announces Extraordinary Meetings of Debentureholders

- *The Board of Directors of Flower One unanimously recommends that Debentureholders vote for the proposed resolutions.*
- *Debentureholders who have questions or require voting assistance may contact Laurel Hill Advisory Group toll free in North America at 1-877-452-7184 (416-304-0211 outside North America), or by email at assistance@laurelhill.com.*

LAS VEGAS & TORONTO--(BUSINESS WIRE)--March 25, 2021--Flower One Holdings Inc. (“**Flower One**” or the “**Company**”) (CSE: FONE) (OTCQX: FLOOF) (FSE: F11), a leading cannabis cultivator and producer in Nevada, is pleased to announce that it has mailed to Debentureholders, as applicable:

(i) the notice of meeting and management information circular for its extraordinary meeting of 9.5% Unsecured Convertible Debentures due November 15, 2022 (the “**November Debentureholder Meeting**”) to be held on Thursday, April 15, 2021 at 10:00 a.m. PT; and

(ii) the notice of meeting and management information circular for its extraordinary meeting of 9.5% of Unsecured Convertible Debentures due March 28, 2022 (the “**March Debentureholder Meeting**”) to be held on Thursday, April 15, 2021 at 10:30 a.m. PT.

These materials describe in detail the Company’s proposed restructuring involving amendments to the Debentures, and include the form of resolution to be voted on in connection therewith at each of the November Debentureholder Meeting and the March Debentureholder Meeting.

Attendance at the Meetings

Due to COVID-19 restrictions, and to mitigate risks to health and safety, the Company will be holding the November Debentureholder Meeting and the March Debentureholder Meeting (together, the “**Meetings**”) in virtual-only formats, which will be conducted via live audio webcast available online using the LUMI meeting platform. During the live audio webcasts, registered debentureholders and duly appointed proxyholders will be able to vote and submit questions. The management information circulars provide important and detailed instructions about how to participate at the Meetings.

YOUR VOTE IS IMPORTANT - PLEASE VOTE TODAY

The Board of Directors recommends that Debentureholders vote FOR the proposed resolutions.

Debentureholders are encouraged to read the materials for the Meetings and to vote in advance of the Meetings by mail, telephone or internet in the manner set out in the management information circulars, copies of which have been filed on the Company’s SEDAR profile at www.sedar.com and uploaded to the Company’s website at: <https://flowerone.com>.

Debentureholder Questions or Voting Assistance

Debentureholders who have questions or need assistance with voting can contact the Company's proxy solicitation agent, Laurel Hill Advisory Group, as follows:

Laurel Hill Advisory Group
North America Toll Free: 1-877-452-7184
Outside North America: 1-416-304-0211
Email: assistance@laurelhill.com

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 (Cookies, Kiva, 22Red Old Pal, Heavy Hitters, Lift Ticket's, Huxton, The Clear, and Flower One's leading in-house brand, NLVO, and more). Flower One currently produces a wide range of products from flower, full-spectrum oils, and distillates to finished consumer packaged goods, including a variety of: pre-rolls, concentrates, edibles, topicals, and more for top-performing brands in cannabis. Flower One's Nevada footprint includes the Company's flagship facility, a 400,000 square-foot high-tech greenhouse and 55,000 square-foot production facility, as well as a second site with a 25,000 square-foot indoor cultivation facility and commercial kitchen. Flower One has built an industry-leading team focused on becoming the first high-quality, low-cost brand fulfillment partner.

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>.

Cautionary Note Regarding Forward-Looking Information 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, the conversion of the Convertible Debentures and Warrants; the Amendments to the March Debenture Indenture; the use of proceeds from the Offering; the Meetings to be held in connection with the Support Agreement; 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 a

growing number of industry-leading brand partners; and the production of a wide range of products for the nation's top-performing 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's discussion and analysis for the nine and three months ended September 30, 2020 (the "MD&A").

The forward-looking statements contained in this press release are expressly qualified in their entirety by this cautionary statement, the "Forward-Looking Statements" 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 debentureholder and regulatory approvals; satisfying the conditions precedent to the Support Agreement; 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 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.

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