

MATERIAL CHANGE REPORT

TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Item 1. **Name and Address of Company**

Wildflower Brands Inc.
302-1505 West 2nd Avenue
Vancouver, British Columbia
V6H 3Y4

Item 2. **Date of Material Change:**

June 7, 2019

Item 3. **News Release**

The press release was issued on October 27, 2020 in Vancouver, Canada.

Item 4. **Summary of Material Change**

The Issuer announced it will complete a private placement of units (“**Units**”) at a price of C\$0.15 per Unit for aggregate gross proceeds of up to \$500,000.

Item 5 **Full Description of Material Change**

The Issuer announced it will complete a private placement of units (“**Units**”) at a price of C\$0.15 per Unit for aggregate gross proceeds of up to \$500,000. Each Unit shall consist of one common share of the Issuer and one share purchase warrant (“**Warrant**”). Each Warrant will entitle the holder to acquire one common share of the Company at a price of \$0.30 for a period of 24 months following the closing date of the private placement. The proceeds of the financing will be used for working capital and to meet its obligations under the licensing agreement with Rubicon Organics announced on September 16, 2020. The securities issued will be subject to a four month hold period. No finder’s fee will be paid on the funds raised.

Item 6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable. This report is not being filed on a confidential basis.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

William MacLean
Director and CEO
Telephone: (604) 559-0420

Item 9. **Date of Report**

Dated at Vancouver, British Columbia this 27th day of October, 2020.