

## FORM 7

### MONTHLY PROGRESS REPORT

Name of CNSX Issuer: Wildflower Brands Inc. (the “Issuer”).

Trading Symbol: SUN

Number of Outstanding Listed Securities: 63,354,751

Date: October 10, 2018

#### Report on Business

- 1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.**

On October 4, 2018, the Company announced that it has achieved over 300% growth in online sales since January 2018, with annualized revenues approaching \$1M for online sales alone. The Company has experienced this sales growth organically without any marketing dollars targeted for online sales. In addition, there has been a significant increase in retail stores carrying Wildflower products. While Wildflower products can be found in over 150 stores in the regulated Washington State market, the real growth for Wildflower’s retail presence is in health and wellness shops. With over 70 stores throughout the United States carrying Wildflower products, sales from our health and wellness retail distribution arm have surpassed sales from the regulated cannabis market. With increased projections for online sales, the growth in health and wellness stores, and the launch of Wildflower branded stores in Manhattan, Wildflower is expanding production by building out a brand new 12,000 square foot manufacturing facility.

On October 1, 2018, the Company announced that they have received a Memorandum of Understanding (MOU) with one of the leading cannabis delivery technology companies in California. The MOU is the first step for Wildflower to activate delivery from the California licenses that were acquired earlier this year. Wildflower’s intends to service the western part of the Los Angeles area. Statistics from online sources quote delivery accounting for as much as 30% of sales pre-legalization. By some estimates medical marijuana alone is a \$1 billion market in the city of Los Angeles. In anticipation of entering the lucrative delivery business, work has begun on building out a delivery logistics center within an existing LA area licensed facility.

On September 28, 2018, the Company announced that Wildflower Brands has been added to the Horizons ETF portfolio of Horizons Emerging Marijuana Grower’s Index ETF (“HMJR”) during its most recently completed rebalancing of its portfolio.

On September 26, 2018, the Company announced that it has engaged DelMorgan Group LLC to provide strategic advisory services. With over 150 years of combined experience and over \$250 billion in successfully completed transactions, the professionals at DelMorgan are suited to assisting Wildflower going forward.

On September 18, 2018, the Company announced that design work is nearing completion on three prime locations in Manhattan. Construction is planned to begin later this month with the opening targeted for November 2018, in time for the holiday season. The 3 locations include 11 Times Square, 770 Broadway and 11 Madison Avenue.

On August 23, 2018, the Company announced that it has been approved by the OTC Markets Group (the "**OTC**") to officially transition to the OTCQB "Venture Market" tier with the OTC ticker symbol WLDF. Listing on the OTCQB is a significant milestone as it provides better access to institutional investors and a broader shareholder base through the transparency and credibility of the listing.

On July 31, 2018, the Company announced it had received subscriptions for a convertible debenture financing in the amount of \$2.0M. The debentures will have a maturity date of two years from the closing date of the Offering (the "**Maturity Date**") and will bear interest from the date of closing at 8.5% per annum, payable semi-annually. The Convertible Debentures will be convertible, at the option of the holder, into units of the Company at any time prior to the close of business on the last business day immediately preceding the Maturity Date at a conversion price of \$0.85 per unit (the "**Conversion Price**"). Each unit will be comprised of one common share and one share purchase warrant with each warrant entitling the holder to purchase one common share at a price of \$1.50 for a period of 2 years from the date of issue of the Convertible Debentures. The Company may force the conversion of the principal amount of the then outstanding Convertible Debentures at the Conversion Price on not less than 30 days' notice should the daily volume weighted average trading price of the common shares be greater than \$2.25 for any 20 consecutive trading days. The proceeds will be used to fund previously announced expansion plans in New York and California.

On July 24, 2018, the Company announced it had signed a Letter of Intent ("**LOI**") for the acquisition Evolver Holdings Corp ("**Evolver**" or the "**Target**"). Evolver, a privately held company based in New York, has an established holistic health community with over 3.2 million Facebook followers and over 110,000 Instagram followers. In addition, Evolver owns one of the most innovative and trusted wellness retailers in Manhattan, The Alchemist's Kitchen ([www.thealchemistskitchen.com](http://www.thealchemistskitchen.com)). This purchase paired with the recent announcement on expanding into New York retail with Retail Worx furthers Wildflower's commitment to getting exposure for our products and brand into the largest markets in the world. The Alchemist's Kitchen is a profitable innovative retail concept with projected annualized revenues of \$3 million in 2018. The Alchemist's Kitchen combines modern and innovative treatments with plant based medicines to create a truly unique retail experience. Pursuant to the terms of the LOI the Company intends to acquire a 100% interest in Evolver by issuing 5,000,000 common shares to the Target shareholders, based on their pro rata holdings.

On July 10, 2018, the Company announced that it had signed a letter of intent with Retail Worx to retail Wildflower CBD products in prime Manhattan locations. Wildflower will create a New York presence with branded specialty stores and prominent kiosks within Retail Worx locations. This will be done through existing and future retail locations owned and operated by Retail Worx. Initially, up to three Wildflower stores will launch in ground floor

Class A office tower locations located in Times Square, NoHo and the Flatiron district. These locations have premium corporate tenants including Facebook, Microsoft and E\*TRADE. Retail Worx is an innovative private company that is changing the retail landscape by creating meaningful lifestyle experiences for today's conscious consumers. Wildflower will pay for the re-development of the three retailers to brand them under the "Wildflower" name. Further, the parties agree to collaborate on various marketing initiatives and additional Wildflower product distribution opportunities. As a finders' fee, Wildflower granted 800,000 share purchase warrants exercisable at \$1.50 for a period of one year, as to 200,000 issuable immediately, 200,000 issuable after 6 months provided Wildflower branded stores continue to operate and 400,000 issuable after one year provided Wildflower branded stores continue to operate.

On June 22, 2018, the Company announced the activation of its California distribution license. This was achieved through the construction of a secure distribution hub that meets state compliance requirements. Distribution is a vital component in the California regulatory environment for cannabis. Any cannabis-based products going from cultivation or manufacturing to retail must go through a licensed distributor. The licensed distributor is where state taxes are collected. With our activated license, Wildflower is now able to perform these functions. This activated distribution license enables Wildflower to distribute all cannabis products throughout the state of California

On May 30, 2018, the Company announced that it has entered into a capital commitment agreement (the "Capital Commitment") with GEM Global Yield Fund LLC SCS ("GEM") for a \$10 million Capital Commitment from GEM to invest into Wildflower. Proceeds raised from the investment will be used for working capital and general corporate purposes, particularly the development and expansion of the Company's California operations. Wildflower has the right to draw down under the Capital Commitment for a term of 2 years. Common shares will be issued to GEM at a price per share equal to the higher of the floor price set by Wildflower and a 10 per cent discount to the market price of the common shares based on the immediately preceding 15-day volume weighted average price during the acceptance period. GEM will hold freely trading common shares of the Company through a share lending facility provided by certain shareholders. Wildflower will pay to GEM a commission fee of \$125,000 upon the earliest of the closing of a private placement (in an amount equal to 15% of the proceeds of placements until the full amount of the fee is paid), 12 months from the date of the Capital Commitment or a change of control of Wildflower. This fee is payable by Wildflower at the 12-month date even if it doesn't make any demands on the Capital Commitment. If, however, GEM fails to invest pursuant to the terms of the Capital Commitment, the fee will not be payable by Wildflower. As part of the transaction, Wildflower has agreed to issue 2,680,000 common share purchase warrants to GEM, subject to the terms and conditions of the Capital Commitment. The warrants are to be issued one for one with share issuance. The warrants have an exercise price equal to the greater of \$2.735 and the Market Price of the Common Shares on the date of the issuance of the warrants. The warrants will have an exercise period of five years. The warrant exercise price is subject to repricing to 105% of the market price on the first anniversary of the date of the Capital Commitment. The repricing must be done in accordance with the rules of the CSE. If the Company does not issue the warrants within 18 months of the initial execution of the Agreement, the Company shall pay GEM 8% of the original face value of any unissued warrants. On June 5, 2018, the Company announced it had completed a draw down under the

Capital Commitment and closed a financing for 442,900 shares at a price of \$1.2285 for proceeds of \$544,102.

On April 23, 2018, the Company announced that it had completed the acquisition of multiple California marijuana licenses in the City of Los Angeles including the ownership of a property with a Pre-ICO operating dispensary and cultivation facility. The licenses include medicinal and adult use storefront and delivery, medicinal and adult use cultivation specialty indoor, medicinal and adult use manufacturer level 1 and medical and adult use distributor licenses for both the City of Los Angeles and the State of California. The agreement was amended to include consideration of US\$9.5M through, the payment of cash of US\$5.2M, the issuance of 400,000 common shares and the entering into of 2 promissory notes totaling \$US4M. In addition, the Company paid a finder's fee in the amount of \$950,000.

In addition, to closing the acquisition, the Company closed on two tranches of a private placement it announced on March 19, 2018 and amended on April 18, 2018 for \$4,607,704 in units priced at \$1.30 per unit ("**Unit**"). Each Unit consists of one common share of the Issuer and one half of one share purchase warrant ("**Warrant**"). Each whole Warrant will entitle the holder to acquire one common share of the Company at a price of \$2.50 for a period of 12 months following the closing date. Once resale restrictions on the Shares having expired and upon Company's shares trading at or above a weighted average trading price of \$3.50 for 20 consecutive trading days, Wildflower may give notice that the Warrants will expire 30 days from the date of providing such notice (in writing to Warrant holders and via a news release). The proceeds will be used for working capital. All securities issued pursuant to the placement will be subject to a hold period of four months and one day from the date of closing. A commission of \$83,033 and 35,000 broker warrants was paid. The broker warrants have the same terms as the warrants forming a part of the units

On April 9, 2018, the Company announced that shareholders had approved to change the Company's name to "Wildflower Brands Inc." The name change was proposed to more align the name with the Company's business model. Also at the shareholder meeting, shareholders elected a new director, Justin Turnquist, to replace Danna Lacusta who is stood down from the Board. Justin is a successful businessman and investor. He is currently CEO of Turk Inc., a consulting firm to the oil and gas industry for the construction of pipelines and related infrastructure.

On August 2, 2017, the Company announced signed a formal agreement to acquire the King Extract brand (the "**Agreement**"), its trademarks, all proprietary formulations and certain equipment. King has been operating in California since 2016 and has established distribution channels. The King purchase gives Wildflower a platform to launch its products in the State of California through King's existing distribution channels which includes one of the largest distributors in California with access to over 600 retail cannabis stores. The Agreement provides that King will receive 500,000 common shares of Wildflower. Wildflower will also issue an additional 500,000 common shares if sales reach US\$180,000 in any given month on or before April 30, 2018 and a further 500,000 common shares if sales increases at a minimum of 15% per month in the aggregate over the 6 months following the second share issuance. In addition, Wildflower will pay an amount equal to 50% of the net profits from the King business until the earlier of, (i) July 26, 2019; and (ii) Wildflower shares trading at price of CAN\$1.25 or greater for 10 consecutive trading days. Any shares issued will be subject to a one year hold period from the date of issue provided King is still receiving its net profits, otherwise there will be a four month hold period from the date of issue. In addition, the Company has granted 250,000 stock options at a price of \$0.50 per share for a period of five years.

As part of the Agreement, Wildflower has entered into a consulting agreement with Eric Bava, King's managing partner, to run all the California operations for Wildflower.

**2. Provide a general overview and discussion of the activities of management.**

Please see item 1 above.

**3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.**

Please see item 1 above.

**4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.**

Not applicable.

**5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.**

Please see item 1 above.

**6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.**

Not applicable.

**7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.**

Please see item 1 above.

**8. Describe the acquisition of new customers or loss of customers.**

Please see item 1 above.

**9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.**

Please see item 1 above.

**10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.**

Please see item 1 above.

**11. Report on any labour disputes and resolutions of those disputes if applicable.**

None.

**12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.**

Not applicable.

**13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.**

During the past month, the Issuer did not borrow any funds. However, the Issuer in its normal course of business activities, may accumulate indebtedness from time to time in the form of fees for services and management fees, as is regularly reported in the Issuer's financial statements. The indebtedness created by the accumulation of service and management fees or any type of indebtedness can be settled with the completion of a financing, loan, or with the benefits of a successful business transaction.

**14. Provide details of any securities issued and options or warrants granted.**

<b>Security</b>	<b>Number Issued</b>	<b>Details of Issuance</b>	<b>Use of Proceeds<sup>(1)</sup></b>
Common Shares	220,000	Pursuant to strategic advisory services	N/A
Common Shares	200,000	Pursuant to a strategic advisory services	N/A

1) State aggregate proceeds and intended allocation of proceeds.

**15. Provide details of any loans to or by Related Persons.**

None.

**16. Provide details of any changes in directors, officers or committee members.**

No changes.

**17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.**

The Issuer is not aware of any trends that manifested themselves in the past month and have an impact on its business or markets, other than general market volatility and political trends as they relate to the regulation of cannabis.

**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 were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: October 10, 2018.

William MacLean  
Name of Director or Senior Officer

"William MacLean"  
Signature  
Director

<b>Issuer Details</b> Name of Issuer Wildflower Brands Inc.	<b>For Month End</b> September 30, 2018	<b>Date of Report</b> <b>YY/MM/DD</b> 18/10/10
<b>Issuer Address:</b> 400- 1505 West 2 <sup>nd</sup> Avenue		
<b>City/Province/Postal Code</b> Vancouver, British Columbia, V6B 1N2	<b>Issuer Fax No.</b>	<b>Issuer Telephone No.</b> (604) 559-0420
<b>Contact Name</b> William MacLean	<b>Contact Position</b> CEO	<b>Contact Telephone No.</b> (604) 559-0420
<b>Contact Email Address</b> william@wildflower.ca	<b>Web Site Address</b> www.wildflower.ca	