

MATERIAL CHANGE REPORT

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

Item 1. Name and Address of Company

Wildflower Brands Inc.
400-1505 West 2nd Avenue
Vancouver, British Columbia
V6H 3Y4

Item 2. Date of Material Change:

February 3, 2021

Item 3. News Release

The press release was issued on February 3, 2021 in Vancouver, Canada.

Item 4. Summary of Material Change

The Issuer announced that the Company would be cease traded and that the Company's auditor was qualifying its 2019 audit opinion letter.

Item. 5 Full Description of Material Change

The Issuer announced that a cease trade order was issued by the British Columbia Securities Commission as a result of the Issuer not filing its 2020 financial statements. The issue is that the Issuer's auditor, Charlton & Company ("Charlton"), was audited by the Chartered Professional Accountants of British Columbia ("CPAB"), the governing body of auditors in British Columbia. In auditing Charlton, the Wildflower audit file for 2019 was chosen. This began in March 2020, and the Issuer assisted Charlton with remediation work throughout the year.

As the process was prolonged, the Issuer retained another national auditing firm to advise the Issuer and assist Charlton with its own audit. The Issuer was advised that there was nothing it could do as Charlton was the one being audited. However, this prevented the Issuer from doing its 2020 audit.

The Issuer was advised the issue was the cash sales in California, representing less than 15% of the Issuer's business, and providing sufficient audit evidence to meet CPAB's standards as the Issuer had no banking available due to banking regulations in the sector. Despite no evidence or allegation of fraud, Charlton concluded their audit was not complete and must be qualified. Without an unqualified audit report for 2019, the 2020 audit cannot be completed.

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 3rd day of March, 2021.