FLOW CAPITAL CORP.

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Flow Capital Corp. (“**Flow Capital**”)
1 Adelaide Street East, Suite 3002, PO Box 171
Toronto, Ontario M5C 2V9

2. Date of Material Change

April 15, 2019

3. News Release

A news release was issued and disseminated by Flow Capital on April 15, 2019 and filed on SEDAR.

4. Summary of Material Change

On April 12, 2019, Flow Capital closed the sale of its LOGiQ Global Partners ("**Global Partners**") business to Ninepoint Financial Group Inc. for total consideration of $12,375,000 (the "**Transaction**"). The purchase price is subject to an adjustment of up to $1,500,000 upward or downward in the event that the revenue of the Global Partners business for the 2019 fiscal year increases or decreases, as the case may be, by more than 5% compared to revenue for the 2018 fiscal year.

Under the terms of the Transaction, Flow Capital received:

- A $1,375,000 cash payment;
- A note in the principal amount of $9,500,000 bearing interest at an annual rate of 10%, which may be called by Flow Capital at any time after August 1, 2019 and which must be repaid by Ninepoint no later than 4 months following the date of demand (the "**First Note**"); and
- A note in the principal amount of $1,500,000 bearing interest at an annual rate of 10%, repayable on the later of: (i) the date that is two months following the date on which the First Note is repaid; and (ii) three business days following the determination of the purchase price adjustment described above.

5. Full Description of Material Change

5.1 Full Description of Material Change

See the news release attached hereto as schedule "A".

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The name and business telephone number of an executive officer of Flow Capital who is knowledgeable about the material change and this material change report is:

Donnacha Rahill
Chief Financial Officer
Phone: (416) 477-2601

9. Date of Report

May 10, 2019

Schedule "A"

See attached.

FOR IMMEDIATE RELEASE

FLOW CAPITAL ANNOUNCES SALE OF LOGIQ GLOBAL PARTNERS BUSINESS FOR $12.375 MILLION

TORONTO, April 15, 2019 – Flow Capital Corp. (TSXV: FW) (“Flow Capital”) is pleased to announce the closing on April 12, 2019 of the sale of its LOGiQ Global Partners business to Ninepoint Financial Group Inc. (“Ninepoint”) for total consideration of $12,375,000 (the “Transaction”).

“The sale of the Global Partners business is an important milestone for Flow Capital”, said Alex Baluta, Chief Executive Officer of Flow Capital. “The Company now has a cash balance of approximately $10,000,000, and a $9,500,000 receivable from Ninepoint that can be called for payment in December 2019, thereby providing us with sufficient resources to capitalize on the opportunities available to us. The completion of this sale puts us in an excellent position to accelerate our growth going forward”.

The purchase price is subject to an adjustment of up to $1,500,000 upward or downward in the event that the revenue of the Global Partners business for the 2019 fiscal year increases or decreases, as the case may be, by more than 5% compared to revenue for the 2018 fiscal year. Under the terms of the Transaction, Flow Capital has received:

- A $1,375,000 cash payment;
- A note in the principal amount of $9,500,000 bearing interest at an annual rate of 10%, which may be called by Flow Capital at any time after August 1, 2019 and which must be repaid by Ninepoint no later than 4 months following the date of demand (the "First Note"); and
- A note in the principal amount of $1,500,000 bearing interest at an annual rate of 10%, repayable on the later of: (i) the date that is two months following the date on which the First Note is repaid; and (ii) three business days following the determination of the purchase price adjustment described above.

“We are very excited by the opportunities facing Flow Capital. We are experiencing continued strong demand from well managed emerging growth companies for the revenue-linked royalty financing that we are becoming known for. We are also seeing an increase in the number of excellent investment opportunities that are more appropriate for alternate types of financings structures, including venture debt. Over time, in an effort to improve our returns to shareholders, to diversify the risk profile of our portfolio, and to capitalize on diverse opportunities, we will continue to expand the types of structures we use for investment into these emerging growth companies. In addition, we continue to work on initiatives to enhance the liquidity of some of our long-term assets and investments, to further increase our cash available for future investment”, said Mr. Baluta.

About Flow Capital

Based in Toronto, Flow Capital Corp. is a diversified alternative asset investor and advisor, specializing in providing minimally dilutive capital to emerging growth businesses.

For further information, please contact:

Flow Capital Corp.

Alex Baluta
Chief Executive Officer
alex@flowcap.com

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Forward-Looking Information and Statements

This press release contains certain “forward-looking information” within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only Flow Capital's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of Flow Capital’s control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking information contained herein may include, but is not limited to, information with respect to: the company's prospective financial performance, including the company's opinion regarding the current and future performance of its portfolio, expenses and operations; anticipated cash needs and need for additional financing; anticipated funding sources; future growth plans; royalty acquisition targets and proposed or completed royalty transactions; estimated operating costs; estimated market drivers and demand; business prospects and strategy; anticipated trends and challenges in the Company’s business and the markets in which it operates; and the company’s financial position. By identifying such information and statements in this manner, Flow Capital is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements.

An investment in securities of the company is speculative and subject to a number of risks including, without limitation, risks relating to: the need for additional financing; the relative speculative and illiquid nature of an investment in the company; the volatility of the company’s share price; the company's ability to generate sufficient revenues; the company's ability to manage future growth; the limited diversification in the company's existing investments; the company's ability to negotiate additional royalty purchases or other forms of investment from new investee companies; the company's dependence on the operations, assets and financial health of its investee companies; the company's limited ability to exercise control or direction over investee companies; potential defaults by investee companies and the unsecured nature of certain of the company's investments; the company's ability to enforce on any default by an investee company; competition with other investment entities; tax matters, including the potential impact of the *Foreign Account Tax Compliance Act* on the company; the potential impact of the company being classified as a Passive

Foreign Investment Company; the company's ability to pay dividends in the future and the timing and amount of those dividends; reliance on key personnel; dilution of shareholders' interest through future financings; and general economic and political conditions; as well as the risks discussed in the company's public filings. Although Flow Capital has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

In connection with the forward-looking information and forward-looking statements contained in this press release, Flow Capital has made certain assumptions. Assumptions about the performance of the Canadian and U.S. economies over the next 24 months and how that will affect the company's business and its ability to identify and close new opportunities with new investees are material factors that the company considered when setting its strategic priorities and objectives, and its outlook for its business. Although Flow Capital believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements.

The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and Flow Capital does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward- looking information and statements attributable to Flow Capital or persons acting on its behalf is expressly qualified in its entirety by this notice.