

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

Flow Metals Corp. (the “**Issuer**”)
810 – 789 West Pender Street
Vancouver, BC V6Z 2R9

ITEM 2. DATE OF MATERIAL CHANGE

June 8, 2020

ITEM 3. NEWS RELEASE

The new release was filed on SEDAR and disseminated through the facilities of Market News Publishing and Stockwatch on June 26, 2020.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer entered into a purchase and sale agreement (the “**Agreement**”) with an arm’s length party and acquired the Old Gorilla mining claim located within the New Brenda property borders. Pursuant to the terms of the Agreement dated June 8th, 2020, the Issuer issued 70,000 common shares to the seller with a deemed value of \$0.05 per common share as total consideration payable for the claim. All securities issued pursuant to the Agreement will be subject to a statutory hold period of four months plus a day from issuance in accordance with applicable securities laws.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Scott Sheldon, President
Telephone: (604) 725.1857

ITEM 9. DATE OF REPORT

July 6, 2020

FLOW METALS NEW BRENDA UPDATE

Vancouver, BC, June 26, 2020 – Flow Metals Corp. (“Flow” or the “Company”) (CSE:FWM) would like to update on developments at the New Brenda project in the Nicola Mining Division of British Columbia.

Highlights:

- Exploration permit issued for ground geophysics and mechanical trenching
- Expanded total size of claim block to 104,723 hectares
- Acquired claims within borders proximal to high-grade trenching results
- Digitized extensive historical database
- Artificial Intelligence strategic partner for target generation

The Inspector of Mines for the South-Central Region of British Columbia has issued a Notice of Work and Free Use Permit for Flow on the New Brenda project. The permit includes the use mechanical trenching equipment to help follow up on the results from the 2019 season.

The Company is tracking an east-west mineralized trend ending at the high-grade Elk mine immediately to the west of the property. The Elk mine, now owned by Bayshore Minerals, is in the final stages of re-opening and currently has an active mine permit, exploration permit and effluent discharge permit. The east-west mineralized trend picks up on the central part of the New Brenda Property where historical trenching implies 500m of continuous mineralization. Mineralization hosted on adjacent and/or nearby properties is not necessarily indicative of mineralization hosted on the Company’s property.

The Company further staked a claim block on the northern edge of the property covering 395.8 Ha. The transaction was approved under the authority of the Mineral Titles Branch, Province of British Columbia.

The Company has entered into a purchase and sale agreement (the “**Agreement**”) with an arm’s length party and acquired the Old Gorilla mining claim located within the New Brenda property borders. The Old Gorilla claim is in proximity to the historical and 2019 trenching targets. The total size of the New Brenda project is now 104,723 Ha (105 Km²).

Pursuant to the terms of the Agreement dated June 8th, 2020, the Company issued 70,000 common shares to the seller with a deemed value of \$0.05 per common share on as total consideration payable for the claim. All securities issued pursuant to the Agreement will be subject to a statutory hold period of four months plus a day from issuance in accordance with applicable securities laws.

Flow has recently digitized the historical trenching data from the 1990s. The historical data combined with our new structural model and more recent trenching data effectively delineate the new mineralized trend. Highlights from the historical trenches include:

- 7.5 g/t over 1.5m (Fairfield minerals, 1997)
- 3.2 g/t over 2m (Fairfield minerals, 1997)
- 8.8 g/t over 1m (Fairfield minerals, 1994)
- 15.6 g/t over 1m (Flow Metals, 2020)

Flow entered into a strategic agreement with Windfall on February 21st to use their proprietary CARDS system. The agreement allows Flow to use Windfalls CARDS AI targeting system at New Brenda for an expenditure of \$60,000. This will be the first AI study done at the New Brenda project. CARDS AI has been used globally for more than 15 years with over 30 mining exploration clients.

Scott Sheldon, President commented “New Brenda presents a perfect target to use AI augmented exploration. We have good indication of mineralization, but it is difficult to target because of till cover. The combination of structural geology and magnetics can help lead us in the right direction. Enlisting the help of CARDS AI gives us another powerful tool at our disposal. Windfall has recently helped companies like Pacton Gold, Playfair Mining and Quebec Precious Metals find and extend mineralization on their respective projects. We are confident the technology is best in class.”

OTHER PROJECTS:

Sixtymile, Yukon:

The Yukon placer gold fields have produced gold in the tens of million ounces over the past 100 years. The bedrock sources of these gold-in-gravel deposits are finally being traced and discovered today. The Sixtymile Project contains two gold-producing creeks and is drill-ready. Highlights from historical drilling include 1.5 g/t Au over 24m.

Ashuanipi, Quebec:

The Ashuanipi complex is 30 km northwest of Schefferville, Quebec. The project is located in a granulite terrane with mineralization similar to greenstone belts. Targets on the claim are based on CARDS Artificial Intelligence (AI), geophysics, and prospecting. Prospecting in 2013 yielded samples containing up to 17.45 g/t Au. No ground exploration has been conducted since.

Qualified Person

Adrian Smith, P.Geo, is the qualified person for the Company as defined in the National Instrument NI43-101 and has reviewed and approved the technical information presented in this news release.

Data Verification

The data disclosed in this news release relating to sampling and drilling results prior to 2019 are historical in nature. Neither the Company nor a qualified person has yet verified this data and therefore investors should not place undue reliance on such data. The Company's future exploration work will include verification of the data.

The data collected by Flow has been verified and approved for release by the Qualified Person. Chip samples were taken every 50 cm and analyzed per meter. The samples were subsequently analyzed by MS analytical in Langley, BC, using a combination of mass spectrometry with aqua-regia solution and AAS fire assay. Overlimits (at 10g/t Au) were assayed using fire assay with a gravimetric finish. Duplicates and standards were inserted by MS analytical using standard laboratory procedures. All duplicates and blanks yielded values within acceptable limits.

For further information, please contact:

Scott Sheldon, President

604.725.1857

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Forward-Looking Information:

This press release may include “forward-looking information” (as that term is defined by Canadian securities legislation), concerning the Company’s business. Forward-looking information is based on certain key expectations and assumptions made by the Company’s management, including future plans for the exploration and development of its mineral properties. Although the Company believes that such expectations and assumptions are reasonable, investors should not rely unduly on such forward-looking information as the Company can give no assurance they will prove to be correct. Forward-looking statements in this press release are made as of the date of this press release. The Company disclaims any intent or obligation to publicly update any forward-looking information (whether as a result of new information, future events or results, or otherwise) other than as required by applicable securities laws.