

**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

August 26, 2020

ITEM 3. NEWS RELEASE

The new release was filed on SEDAR, posted to the Issuer's disclosure hall with the Canadian Securities Exchange and disseminated through the facilities of Stockwatch on August 26, 2020.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer closed a non-brokered private placement and it has issued a total of 9,516,782 units (each a "Unit") at a price of \$0.09 per Unit for gross aggregate proceeds of \$856,810. Each Unit is comprised of one common share (each, a "Share") and one transferable Share purchase warrant (each Share purchase warrant being a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional Share of the Issuer at a price of CAD\$0.15 for a period of 36 months from the date of issuance. Finder's fees of \$61,112 cash and 679,026 finder's warrants (each, a "Finders Warrant") have been paid to qualified parties. Each Finders Warrant is exercisable at a price of CAD\$0.15 for a period of 36 months on the same terms of the Warrants noted above.

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

September 4, 2020

**FLOW METALS CLOSES PRIVATE PLACEMENT
WITH A LEAD ORDER FROM PALISADES GOLDCORP**

Vancouver, BC, August 26, 2020 - Flow Metals Corp. (the “**Company**” or “**Flow**”) (CSE:**FLOW**) is pleased to announce that it has closed a non-brokered private placement with a lead order from Palisades Goldcorp Ltd. and it has issued a total of 9,516,782 units (each a “**Unit**”) at a price of \$0.09 per Unit for gross aggregate proceeds of \$856,810

Each Unit is comprised of one common share (each, a “**Share**”) and one transferable Share purchase warrant (each Share purchase warrant being a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Share of the Company at a price of CAD\$0.15 for a period of 36 months from the date of issuance.

Finder's fees of \$61,112 cash and 679,026 finder's warrants (each, a “**Finders Warrant**”) have been paid to qualified parties. Each Finders Warrant is exercisable at a price of CAD\$0.15 for a period of 36 months on the same terms of the Warrants noted above.

The Company intends to use the proceeds from the private placement for general working capital and exploration on its Sixtymile, New Brenda, and Ashuanipi projects.

All securities issued in connection with the private placement are subject to a statutory hold period of four months and one day from the date of issuance. None of the securities issued in connection with the private placement have been registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), and none of them have been offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

About Flow Metals

The Company seeks exciting data rich gold projects with low capital requirements. The Company holds a 100% interest in three Canadian gold projects. Please see the company presentation for more detail: flowmetals.com/slidedeck

About Palisades Goldcorp:

Palisades Goldcorp is Canada's new resource focused merchant bank. Palisades' management team has a demonstrated track record of making money and is backed by many of the industry's most notable financiers. With junior resource equities valued at generational lows, management believes the sector is on the cusp of a major bull market move. Palisades is positioning itself with significant stakes in undervalued companies and assets with the goal of generating superior returns.

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.