



Flow Capital Announces Normal Course Issuer Bid For Common Shares

TORONTO, November 20, 2023 - Flow Capital Corp. (TSXV: FW) ("Flow Capital" or the "Company") announces today its intention to commence a normal course issuer bid through the facilities of the TSX Venture Exchange (the "TSXV") to repurchase, for cancellation, up to 2,440,774 common shares of the Company, representing approximately 10% of the Company's "public float", being the common shares of the Company held by non-insiders of the Company (the "NCIB"). The NCIB remains subject to the final approval of the TSXV.

The NCIB will commence on November 24, 2023 and will terminate upon the earliest of (i) the Company purchasing 2,440,774 common shares, (ii) the Company providing notice of termination of the NCIB, and (iii) November 23, 2024.

The Company believes that, from time to time, the market price of its common shares does not adequately reflect the Company's underlying value and prospects and that, at such times, the purchase of the Company's common shares represents an appropriate use of the Company's financial resources and will enhance shareholder value.

The Company has engaged Canaccord Genuity Corp. to act as its broker for the NCIB (the "Broker"). The NCIB will be made through the facilities of the TSXV and the purchase and payment for the common shares will be made from the Company's existing working capital at the market price of the applicable securities at the time of acquisition, plus brokerage fees, if any, charged by the Broker. All common shares purchased by the Company under the NCIB will be cancelled.

In connection with the NCIB, the Company has entered into an automatic purchase plan ("APP") with the Broker as the designated broker. The APP provides a set of standard instructions to the Broker to make purchases under the NCIB in accordance with the limits and other terms set out in the APP. The Broker will determine the timing of these purchases in its sole discretion based on purchasing parameters set by the Company and subject to the policies of the TSXV, applicable securities laws and the terms of the APP.

To the Company's knowledge, none of the directors, senior officers or insiders of the Company, or any associate of such person, or any associate or affiliate of the Company,

has any present intention to sell any securities to the Company during the course of the NCIB. The Company completed a normal course issuer bid on October 12, 2023, under which the Company purchased 1,946,500 common shares at an average price of \$0.5562 per share, for an aggregate purchase price of \$1,082,643.

A copy of the Form 5G - Notice of Intention to make a Normal Course Issuer Bid filed by the Company with the TSXV in respect of the NCIB can be obtained from the Company upon request without charge.

About Flow Capital

Flow Capital Corp. is a diversified alternative asset investor, specializing in providing minimally dilutive capital to high-growth businesses. To apply for financing, visit www.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 the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company'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 relating to the current or prospective performance of one or more of the Company's investments and the book value per common share of the Company.

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 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 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, particularly the Company's founders; 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 the Company 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, the Company 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.

Key assumptions include, but are not limited to: assumptions that the Canadian and U.S. economies relevant to the Company's investment focus will remain relatively stable over the next 12 to 24 months; that interest rates will not increase dramatically over the next 12 to 24 months; that the Company's existing investees will continue to make royalty payments

to the Company as and when required; that the businesses of the Company's investees will not experience material negative results; that the Company will be able to successfully integrate and grow the businesses of its predecessor companies; that the Company will continue to grow its portfolio in a manner similar to what has already been established; that tax rates and tax laws will not change significantly in Canada and the U.S.; that more small to medium private and public companies will continue to require access to alternative sources of capital; that the Company will have the ability to raise required equity and/or debt financing on acceptable terms; and that the Company will have sufficient free cash flow to pay dividends. The Company has also assumed that access to the capital markets will remain relatively stable, that the capital markets will perform with normal levels of volatility and that the Canadian dollar will not have a high amount of volatility relative to the U.S. dollar. In determining expectations for economic growth, the Company primarily considers historical economic data provided by the Canadian and U.S. governments and their agencies. Although the Company 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. All subsequent written and oral forward- looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.