

CROP ANNOUNCES CLOSING OF SENIOR SECURED CONVERTIBLE DEBENTURE OFFERING

February 26th, 2019 – VANCOUVER – CROP Infrastructure Corp. (CSE: CROP) (“CROP” or the “Company”) announces that the Company completed its previously announced non-brokered private placement offering (the “**Offering**”) of senior secured convertible debenture units. Pursuant to the transaction, the Company issued senior secured convertible debentures in the principal amount of \$4,000,000 and an aggregate of 13,333,333 share purchase warrants (each, a “**Warrant**”) with each Warrant entitling the holder thereof to acquire one common share of the Company (each, a “**Warrant Share**”) at an exercise price of \$0.50 per Warrant Share for a period of 3 years from the date of the closing of the Offering.

The proceeds of the Offering are expected to be used to continue to grow the Company’s United States operations and for general working capital purposes.

All securities issued pursuant to the Offering are subject to a restricted period of four months and one day.

For more information regarding the Offering, please see the Company’s February 7th, 2019 news release.

None of the securities issued in connection with the Offering will be registered under the *United States Securities Act of 1933*, as amended (the “**1933 Act**”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press 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 CROP

CROP is publicly listed on the CSE and trades under the symbol “CROP” and in the US under the symbol “CRXPF”. CROP is focused on cannabis branding and real estate assets. The Company’s portfolio of projects includes cultivation properties in California, two in Washington State, a 1,000-acre Nevada Cannabis farm, 2,115 acres of CBD farms, extraction in Nevada and joint ventures on a San Bernardino dispensary app with international focuses in Jamaica and Italy.

CROP has developed a portfolio of assets including Canna Drink, a cannabis infused functional beverage line, US and Italian distribution rights to over 55 cannabis topical products and a portfolio of 16 Cannabis brands. CROP’s infrastructure has over 150,000 sq ft of built canopy and over 2,900 acres of real estate.

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The CSE (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.

Disclaimer for Forward-Looking Statements

This news release contains forward-looking statements that involve various risks and uncertainties regarding future events. Such forward-looking statements are based on current expectations of management, involve a number of risks and uncertainties, and are not guarantees of future performance of the Company. These statements generally can be identified by the use of forward-looking words such as “may”, “should”, “will”, “could”, “intend”, “estimate”, “plan”, “anticipate”, “expect”, “believe” or “continue”, or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the proposed allocation of the net proceeds of the Offering. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors that may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include general market conditions and other factors beyond the control of the Company. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.