

Green Growth Brands Announces Grant of Deferred Share Units and Common Shares to Strategic Consultant

COLUMBUS, OH – May 21, 2019 – Green Growth Brands, Inc. (CSE: GGB) (OTCQB: GGBXF) (“**GGB**” or the “**Company**”) is pleased to announce the grant of an aggregate of 212,636 deferred share units (the “**DSUs**”) under the Company’s equity incentive plan (the “**Plan**”) to certain of its non-executive directors (the “**DSU Recipients**”). The DSUs will be granted to the DSU Recipients as a compensation for their services to the Company.

Each DSU will carry the right to receive one common share of the Company upon vesting. All of the DSUs will vest as of the date of award. All other terms and conditions of the DSUs are in accordance with the terms of the Company’s Plan.

The Company has also entered into an arm’s length Advisory Services Agreement (the “Advisory Agreement”) with Authentic Retail Concepts, Ltd. (“ARC”) for a variety of ongoing consulting services related to retail distribution strategies including facilitating introductions to certain real estate owners and operators. As compensation for the services under the Advisory Agreement, GGB has issued to ARC 500,000 common shares valued at USD\$1,555,000 (CAN\$2,130,000) and 500,000 common share purchase warrants of GGB, reflecting the GGB share price of USD\$3.11 (CAN\$4.26) as of the close of trading on May 21, 2019. The shares are subject to a lock up agreement for a period of 12 months from the effective date.

About Green Growth Brands Inc.

Green Growth Brands creates remarkable experiences in cannabis and CBD. Led by CEO Peter Horvath and a leadership team of consumer-focused retail experts, the company’s brands include CAMP, Seventh Sense Botanical Therapy, The+Source, Green Lily, Meri + Jayne, and has a licensing agreement with the Greg Norman Brand. Already boasting the strongest sales per square feet in the cannabis industry, GGB is expanding its cannabis operations throughout the U.S., its CBD presence at ShopSeventhSense.com, in malls across the country and at DSW shoe stores—and that’s just the beginning. Learn more about our vision at GreenGrowthBrands.com.

About Authentic Retail Concepts, Ltd.

Authentic Retail Concepts, Ltd. is a privately held company that offers a variety of consulting services. Leveraging its network of strategic relationships, ARC facilitates retail growth, distribution and expansion.

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Cautionary Statements:

Certain information in this news release constitutes forward-looking statements under applicable securities law. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expect”, “intend”, “forecast” and similar expressions. Forward-looking statements necessarily involve known and unknown risks, including, without limitation, risks associated with general economic conditions; adverse industry events; marketing costs; loss of markets; future legislative and regulatory developments involving medical and recreational marijuana; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favorable terms; the marijuana industry in the United States, income tax and regulatory matters; the ability of the Company to implement its business strategies; competition; currency and interest rate fluctuations and other risks, including those factors described under the heading “Risks Factors” in the Company’s Annual Information Form dated November 26, 2018 which is available on the Company’s issuer profile on SEDAR.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. The forward-looking statements contained in this release is made as of the date hereof and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

This announcement does not constitute an offer, invitation or recommendation to subscribe for or purchase any securities and neither this announcement nor anything contained in it shall form the basis of any contract or commitment. In particular, this announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal.

The securities referred to herein have not been and will not be registered under the Securities Act of 1933, as amended (the “**Securities Act**”), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available.