## FORM 51-102F3

## MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

**Alliance Growers Corp.**

**Park Place**

**500 – 666 Burrard Street**

**Vancouver, BC, V6C 3P6**

Item 2. Date of Material Change

**December 18, 2017**

Item 3. News Release

**The news release was filed, via Sedar, on December 18, 2017 with the British Columbia, Alberta and Ontario Securities Commissions, and through various other approved public media.**

#### Copy of the Press Release is attached as Schedule A.

Item 4. Summary of Material Change

**On December 18, 2017, the Company closed the Private Placement it announced on November 20, 2017 and raised $833,850 for the issuance of 7,580,453 Units at a price of $0.11 per Unit. Each Unit is comprised of one common share and one common share purchase warrant exercisable at $0.21 per share.**

Item 5.1 Full Description of Material Change

**See Schedule attached.**

Item 5.2 Disclosure for Restructuring Transactions

**Not Applicable.**

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

**Not Applicable.**

Item 7. Omitted Information:

**Not Applicable.**

Item 8. Executive Officer

**Name: Dennis Petke**

**Telephone: 778-558-7434**

**Email:** [**dennispetke@alliancegrowers.com**](mailto:dennispetke@alliancegrowers.com)

Item 9. Date of Report

**December 28, 2017**

**Schedule “A”**

# ALLIANCE GROWERS CLOSES $833,849.83 PRIVATE PLACEMENT

**December 18, 2017 – Vancouver, B.C. – Alliance Growers Corp.** (CSE: ACG / **FWB: 1LA / WKN: A2DFYX)** (“Alliance” or “the Company”) is pleased to announce that its private placement originally announced November 20, 2017 has closed. The Company raised $833,849.83 for the issuance of 7,580,453 Units at a price of $0.11 per Unit. Each Unit is comprised of one common share and one common share purchase warrant.

Each common share purchase warrant will entitle the holder to acquire one additional common share in the capital of the Company at a price of $0.21 per share, for a period of two years from the date the Units are issued. The warrants are subject to an acceleration clause after the resale restrictions on the shares have expired. The expiry time of the warrants can be accelerated if the Company’s shares trade at or above a weighted average trading price of $0.30 per share for 10 consecutive trading days.

All securities issued pursuant to the placement will be subject to a hold period of four months and one day from the date of closing.

The proceeds from this financing will be allocated primarily to the Botany Centre for property acquisition and preliminary planning and development, plus finalization of agreements in other potentially lucrative arrangements in the medical and recreational cannabis space, as well as general working capital.

Commenting on the financing, Dennis Petke, Alliance Growers’ President and CEO said:

“*We are very pleased with the strong response to this recent financing. The Company expects to undertake further private placements over the next several months to fund its business plan. We are quite anxious to secure the permits for the Cannabis Botany Centre, not only to initiate our application for the ACMPR, but to begin the planning stage of the development. We would like to thank our shareholders for their continued support as we work towards realizing our vision of becoming a successful global cannabis company*”.