



ALLIANCE GROWERS CORP.

NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND NOT FOR DISSEMINATION IN THE UNITED STATES OR DISTRIBUTION THROUGH UNITED STATES NEWS OR WIRE SERVICES

ALLIANCE ANNOUNCES WARRANT EXERCISE INCENTIVE PROGRAM

August 14, 2019 — Vancouver, BC – Alliance Growers Corp. (CSE: ACG; FWB:1LA; OTCQB: ALGWF) (“Alliance Growers” or “the Company”) (“Alliance” or the “Company”) announces today a warrant exercise incentive program (the “Program”) designed to encourage the early exercise of the Company’s outstanding common share purchase warrants (“Warrants”) with exercise dates as follows:

Exercise Price	Expire Date
0.21	November 7, 2019
0.21	December 18, 2019
0.40	April 21, 2021
0.40	May 4, 2021
0.20	August 31, 2021
0.20	September 14, 2021
0.20	November 2, 2021
0.10	February 27, 2021

The program will be open for a 13 day period (the “Early Exercise Period”) beginning on August 17, 2019 and ending on August 30, 2019.

Pursuant to the Program, the Company is offering an inducement to each eligible holder of the Warrants (collectively, the “Warrant Holders”) that exercises the Warrants during the Early Exercise Period that consists of”

A reduced exercise price of \$.06 per common share; and

An additional common share purchase warrant (each an “Incentive Warrant”) for each Warrant exercised, with each Incentive Warrant entitling the Warrant Holder to purchase common shares of the Company until 5:00 p.m. (Vancouver time) on such date as is two years from the date of issuance of the Incentive Warrant at the following prices:

- (i) \$0.10 per share for the first 6 months after the issuance of the Incentive Warrant;
- (ii) \$0.15 per share for the second 6 months after the issuance of the Incentive Warrant; and
- (iii) \$0.25 per share for the second year after the Issuance of the Incentive Warrant:

If, at any time during the two year term of the Incentive Warrants, the trading price of the common shares of the Company on the Canadian Stock Exchange exceeds the prevailing Incentive Warrant Exercise Price by 50% for 10 consecutive trading days the exercise price of the Incentive Warrants will be amended to 30 days commencing 7 days following the end of that 10 day period

The Company expects to use any proceeds received as a result of the Program for advancing construction of the Botany Centre being built in Deroche, British Columbia, to undertake cannabis growth operations in, inter alia, East Africa and Nevada, for investigating and undertaking business opportunities in Canada and abroad and general corporate purposes.

If Warrants are not exercised prior to the end of the Early Exercise Period or if a warrant holder does not qualify to receive Incentive Warrants, the Warrants will remain outstanding and continue to be exercisable on the same terms applicable to such Warrants as they existed prior to the Program.

The terms and conditions of the Program and the method of exercising Warrants pursuant to the Program will be set forth in an email to be delivered to each current Warrant Holder that the Company contacts. Warrant holders who wish to participate in the Program will agree to exercise their Warrants and deliver the other necessary documents in consideration of the issuance by the Company of the Incentive Warrants.

Only holder of Warrants who are “accredited investors” under applicable Canadian securities laws, or who provide satisfactory evidence that they meet the requirements of an alternative exemption from the requirements of applicable Canadian securities law may participate in the Program. U.S. holders of the Warrants are not eligible to participate in the Program.

The Incentive Warrants will be subject to a four month hold period from the date of the Incentive Warrant issuance pursuant to applicable Canadian securities laws. No fractional Incentive Warrants will be issued and the number of Incentive Warrants to be issued shall be rounded down to the nearest whole number.

The common shares of the Company and Incentive Warrants to be issued pursuant to the Program have not been and will not be registered under the United States Securities Act of 1933, as appended (the “U.S. Securities Act”) of any state securities laws and may not be offered or sold

within the United States or to or for the account or benefit of U.S. Persons (as defined in Regulation 5 promulgated under the U.S. Securities Act) unless registered under the U.S. Securities Act and any applicable state securities laws or an exemption therefrom is available.

About Alliance Growers Corp.

Alliance Growers is a Diversified Global Medical Cannabis Company driven by the Company's 'Four Pillars' Organization Plan – Cannabis Biotech Complex, Strategic ACMPR Investments, CBD Oil Supply and Distribution, and Research and Technology.

Alliance Growers is working with Pharmagreen Biotech Inc. to jointly develop and operate a 63,000-square foot Cannabis Biotech Complex, to be the first of its kind in Western Canada to house a DNA Botany lab, CBD extraction facility and Tissue Culture Plantlet Production facility to service the Cannabis market and agriculture market in general.

For further information, please visit the Company's website at www.alliancegrowers.com or the Company's profile at www.sedar.com.

If you would like to be added to Alliance Growers' news distribution list, please send your email address to newsletter@alliancegrowers.com.

For more information contact:

Dennis Petke
CEO, President and Director
Tel: 778-331-4266
DennisPetke@alliancegrowers.com

Rob Grace
Communications Consultant
Tel: 778-998-5431
RobDGrace@gmail.com

FOLLOW US:



THE CANADIAN SECURITIES EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE

FORWARD LOOKING INFORMATION

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, the news release contains forward-looking statements and information relating to Company's corporate strategy. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company, including, without limitation, the Company's ability to carry out its business plan. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations

and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the Company's ability to identify and complete additional suitable acquisitions to further the Company's growth as well as risks associated with the medical marijuana industry in general, such as operational risks in development and production delays or changes in plans with respect to development projects or capital expenditures; the uncertainty of the capital markets; the uncertainty of receiving the required licenses, production, costs and expenses; health, safety and environmental risks; marketing and transportation; loss of markets; environmental risks; competition; incorrect assessment of the value of the potential market; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals and changes in legislation, including but not limited to tax laws and regulated regulations. Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the Canadian Securities Exchange. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.