



ALLIANCE GROWERS CORP.

NEWS RELEASE

ALLIANCE GROWERS / PHARMAGREEN CLOSSES \$10M FINANCING AGREEMENT

December 5, 2019 – Vancouver, BC – Alliance Growers Corp. (CSE: ACG; FWB:1LA; OTCQB: ALGWF) (“Alliance Growers” or “the Company”), reports that Pharmagreen Biotech, Inc. (“Pharmagreen”), (OTC:PHBI), announced, “Pharmagreen Closes \$10 Million Equity Purchase Agreement” - Press Release 12/04/2019.

Pharmagreen announced that the required documents for an Equity Purchase Agreement (the "Equity Agreement") with Oscaleta Partners LLC ("Oscaleta") have been executed, further to the news release dated November 12, 2019.

This Equity Agreement is one of several financing initiatives that enables Pharmagreen access to capital over the next 2 years to support its current growth plans; advancing the Pharmagreen Biotech Tissue Culture Facility as well as the Hemp Greenhouses that will be situated on the same 25-acre property in Deroche, Mission, known as the Cannabis Biotech Complex.

Alliance Recent Financing Initiatives

In addition to Pharmagreen’s financing initiatives, Alliance Growers reports it is in advanced discussions with 2 groups that are highly interested in funding revenue deals and would like to work with Alliance Growers for 3 to 5 years to help build the Company. They are not looking for one-off investments and they do not want to take equity in Alliance Growers until the company is at a much higher valuation, is well funded, cash flowing with consistency with growth potential. Their financing mechanism includes a series of convertible loans that will be converted after a few years at significantly higher prices agreed to by the investor and the company.

“Dennis Petke, President and CEO of Alliance Growers commented “The execution of Pharmagreen’s recent financing is huge for Alliance, as now further development of the Cannabis Biotech Complex will be underway. The timing of their financing comes right at the time when Alliance has identified non-dilutive financing options. This type of financing for Alliance whereby the investor(s) work with the company for several years to develop a strong cash flowing entity, is exactly what we have been looking for. Instead of issuing millions of shares at low/unpredictable stock prices, with multiple private placements, Alliance now has the ability to implement on its business plan by building out the revenue producing units without massive dilution. Once we get this program underway, Alliance will not require much by way of other capital, if any at all for the next few years. We expect 2020 to be a big turnaround year for Alliance as we develop our business model beyond Cannabis and beyond Canada.”

Pharmagreen Financing terms

The terms of the Equity Agreement will give Pharmagreen the right, but never the obligation, to sell to Oscaleta up to Ten Million Dollars’ worth of Pharmagreen’s registered common stock over an anticipated two-year period at times and in amounts that Pharmagreen deems appropriate.

Now that the Equity Agreement is fully executed, the company has started immediate work on the registration statement. The company plans to access the capital for its ongoing project development for state-of-the art greenhouse and tissue cultured starter plantlets production facility construction. Pharmagreen's primary use of the facilities is to supply hemp farmers with its "CBD Dana" hemp strain that is a very high yielder of high CBD content biomass and flower tops, please visit our website; www.pharmagreen.ca

Peter Wojcik, President and CEO, stated, "Partnering with Oscaleta is significant for the company as we can be concerting on executing our business plan and growing the company, while Oscaleta funding agreements with their years of expertise and established network in the industry provides us with additional support in the financial market."

Commenting on the investment, Stephen Hicks, Manager of Oscaleta, said, "As an institutional investor for more than 20 years, we partner with companies that meet very specific criteria – it boils down to 'how revolutionary is this?' We're excited about the long-term potential."

About Oscaleta Partners, LLC

Oscaleta Partners, LLC is a diversified financial holding company specializing in direct investment and advisory services to small and middle market companies. Since 1996 the structured finance team has made direct investment of over \$1.8 billion into growth companies globally. Our expertise lies in our ability to customize a financing plan for the prospective client and then execute on that plan without fail.

About Pharmagreen Biotech, Inc. and WFS Pharmagreen Inc.

WFS Pharmagreen Inc. is a wholly owned Canadian based subsidiary of Pharmagreen Biotech, Inc., a publicly traded (OTC PINKS: PHBI) company. WFS Pharmagreen Inc. is a tissue culture company that is becoming one of the largest producers of hemp plantlets through a proprietary tissue culture process with opportunity to become one of the largest players globally. Pharmagreen's mission is to advance the technology of tissue culture science and to provide the highest quality 100% germ free, disease free and all genetically the same hemp plantlets with high Cannabinoids content and with less than 0.3% THC and other flora while offering full spectrum DNA testing for plant identification, live genetics preservation using low temperature storage for various plant species; For further information on the company progress on the construction of a 63,000 square foot "Tissue Culture Biotech Complex" please visit www.pharmagreen.ca.

About Alliance Growers Corp.

Alliance Growers is a Vertically Integrated Global Company Servicing the Agri-Business including Medical Cannabis. The Company is driven by its 'Four Pillars' Organization Plan – 1. Providing Services to the Agri Business Globally (Tissue Culture Plantlets, HOCl and Organic Fertilizer) 2. Global Medical Cannabis Cultivation (including: Investments in Strategic Licensed Producer Applicants), 3-Medical Grade CBD Oil Supply and Distribution and 4-Research and Technology.

Alliance Growers is working with Pharmagreen Biotech Inc. to jointly develop and operate a 63,000-square foot Biotech Complex, primarily for the production of Tissue Cultured Plantlets for hemp and cannabis cultivators. Other services for the Agri-Businesses, outside of the Biotech Complex, include a unique application of HOCl technology to protect crops against mold and bacteria and the provision of turn-key organic waste management/organic fertilizer services by way of franchises. These two technologies are stand-alone processes, but may be utilized together for maximum benefit

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.

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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.