

CLOSING FORM 9 TRANCHE 4

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: **ALLIANCE GROWERS CORP.** (the "Issuer").

Trading Symbol: **ACG**

Date: **SEPTEMBER 21, 2018**

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: **AUGUST 27, 2018 X 2, AUGUST 30, 2018 AND AUGUST 31, 2018, SEPTEMBER 13, 2018 AND SEPTEMBER 14, 2018**

Issued and Outstanding Securities of Issuer Prior to Issuance: **69,719,533**

Date of News Release Announcing Private Placement: **AUGUST 27, 2018 AND AUGUST 28, 2018**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.18**

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾
Jean-Francois Mercier 171 Ave. Dulwich, St. Lambert, QC, J4P 2Y8	100,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Miguel Valero 301 - 825 Jean Deslauriers, Boucherville, QC, J4B 0L5	100,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Pierre Lafreniere 4201 Joliette Street, Montreal, QC, H1X 3L7	40,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length

Matt Baily 1357 Greene Avenue, 2 nd Floor, Westmount, QC, H3Z 2A5	100,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Vincent Goupil 3425 Avenue Yves-Therault, Montreal, QC, H1A 5L9	40,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Marc Afilalo 6516 Merton, Cote St. Luc, QC, H4V 1C2	100,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Denis Dube 1586 Rue Principale, Laval, QC, H7X 4A8	100,000	\$0.14		NI 45-106, s. 2.3(j)	Nil	DAP	Arms-length
Frederic Theoret 4 Les Tilleuls, Laval, QC, H7R 1H3	100,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Erwin Mah 13242 rue Bristol, Pierrefonds, QC, H9A 1L3	75,000	\$0.14		NI 45-106, s. 2.3(j)	200,000	DAP	Arms-length
Victor Cantone 8720 Dufrost Street, Montreal, QC, H1P 2Z5	200,000	\$0.14		NI 45-106, s. 2.3(e)	Nil	DAP	Arms-length
Dany Battat 8440 Darnley Road, Montreal, QC, H4T 1M4	200,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Christian Menard 10 Roger Dorais Street, St Remi, QC, J0L 2L0	200,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
4425502 Canada Inc. 101 - 1111 St. Charles Street West, Longueuil, QC, J4K 5G4	100,000	\$0.14		NI 45-106, s. 2.3(m)	Nil	DAP	Arms-length
Jean-Pierre Bolduc 1160 Teasdale, Laval, QC, H7R 3W6	50,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Simon Rouillier 4054 Parc- Lafontaine, Montreal, QC, H2L 3M8	100,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length

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Nancy Tremblay 221 - 2730 rue Notre-Dame Ouest, Montreal, QC, H3J 1P1	36,000	\$0.14		NI 45-106, s. 2.3(d)	Nil	DAP	Arms-length
Donald Chenail 10 Roger Dorais Street, St Remi, QC, J0L 2L0	200,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Gilbert Dunberry 401 – 8120 du St. Laurent Blvd, Brossard, QC, J4X 2P2	50,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Francois Bellavance- Lecompte 4845 Grosvenor Avenue, Montreal, QC, H3W 2L9	36,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Howard Sazant 135 Woodlawn Street, Dollard- des-Ormeaux, QC, H9A 2Z1	75,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Jean-Claude Pilon 71 Ave Duchastel, Outremont, QC, H2V 3E7	100,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Jean-Francois Lefebvre 5839 de l'Esplanade Avenue, Montreal, QC, H2T 3A2	75,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Jihad Ghoussoub 4701 Pontiac Street, Montreal, QC, H2J 2T4	35,714	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length
Eric Rosen 182 Bayview Heights Drive, East York, ON, M4G 2Y9	150,000	\$0.14		NI 45-106, s. 2.3(k)	200,000	DAP	Arms-length
Michael Levine 11 Cooks Mill Crescent, Vaughan, ON, L6A 0K8	200,000	\$0.14		NI 45-106, s. 2.3(j)	11,000	DAP	Arms-length
Uber Strategies LP 2925 – 200 Bay Street, Toronto, ON, M5J 2J2	715,000	\$0.14		NI 45-106, s. 2.3(u)	500,000	DAP	Arms-length

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Orca Capital GmbH Sperling 2, 85276 Pfaffenhofen, Germany	892,857	\$0.14		NI 45-106, s. 2.3(m)	Nil	DAP	Arms-length
Orca Capital GmbH Sperling 2, 85276 Pfaffenhofen, Germany	714,285	\$0.14		NI 45-106, s. 2.3(m)	Nil	DAP	Arms-length
Pericles Theoharis 11 Braeside Place, Westmount, QC, H3Y 3E8	200,000	\$0.14		NI 45-106, s. 2.3(d)	331,636	DAP	Arms-length
Yves Usereau 1805 Decelles, St. Laurent, QC, H4L 2G4	100,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	DAP	Arms-length

- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.

¹ An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds raised: **\$725,879.84**
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **FOR THE PRELIMINARY PLANNING AND DEVELOPMENT OF THE BIOTECH COMPLEX; CONSTRUCTION AND DEVELOPMENT COSTS FOR THE BIOCANNATECH FACILITY IN MONTREAL AND GENERAL WORKING CAPITAL**
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A**
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. **N/A**
5. Description of securities to be issued:
 - (a) Class: **COMMON SHARES**
 - (b) Number: **5,184,856**
 - (c) Price per security: **\$0.14**

- (d) Voting rights: **ONE VOTE PER COMMON SHARE**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: **5,184,856 WARRANTS**
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **5,184,856 COMMON SHARES**
- (c) Exercise price: **\$0.20**
- (d) Expiry date: **SEPTEMBER 24, 2021 – EXERCISE OF THE WARRANTS MAY BE ACCELERATED BY THE COMPANY, IF, AFTER THE EXPIRY OF THE HOLD PERIOD, THE SHARES TRADE AT OR ABOVE A WEIGHTED AVERAGE TRADING PRICE OF \$0.30 PER SHARE FOR 10 CONSECUTIVE TRADING DAYS, BY GIVING WRITTEN NOTICE TO WARRANT HOLDERS THAT THE WARRANTS WILL EXPIRE 30 DAYS FROM THE DATE OF PROVIDING SUCH NOTICE.**
7. Provide the following information if debt securities are to be issued: **N/A**
- (a) Aggregate principal amount: **N/A**
- (b) Maturity date: **N/A**
- (c) Interest rate: **N/A**
- (d) Conversion terms: **N/A**
- (e) Default provisions: **N/A**
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): **N/A**
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
- EMD FINANCIAL INC., 398 DE MAISONNEUVE BLVD. WEST,
MONTREAL, QC, H3A 1L2**
- (b) 8% Cash: **\$54,710**
- (c) 4% Securities: **195,394 COMMON SHARES**
- (d) 4% Other: **195,394 TRANSFERABLE WARRANTS**

(e) Expiry date of any options, warrants etc.: **SEPTEMBER 24, 2021 - EXERCISE OF THE WARRANTS MAY BE ACCELERATED BY THE COMPANY, IF, AFTER THE EXPIRY OF THE HOLD PERIOD, THE SHARES TRADE AT OR ABOVE A WEIGHTED AVERAGE TRADING PRICE OF \$0.30 PER SHARE FOR 10 CONSECUTIVE TRADING DAYS, BY GIVING WRITTEN NOTICE TO WARRANT HOLDERS THAT THE WARRANTS WILL EXPIRE 30 DAYS FROM THE DATE OF PROVIDING SUCH NOTICE.**

(f) Exercise price of any options, warrants etc.: **\$0.20**

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship: **ARMS LENGTH**
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.). **N/A**
11. State whether the private placement will result in a change of control: **NO**
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders: **N/A**
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102: **YES**

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **N/A**
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: **N/A**
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments: **N/A**
 - (a) Total aggregate consideration in Canadian dollars: **N/A**
 - (b) Cash: **N/A**
 - (c) Securities (including options, warrants etc.) and dollar value: **N/A**
 - (d) Other: **N/A**

(e) Expiry date of options, warrants, etc. if any: N/A

(f) Exercise price of options, warrants, etc. if any: N/A

(g) Work commitments: N/A

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc): N/A
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows: N/A

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): N/A
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A
 - (b) Cash): N/A
 - (c) Securities): N/A
 - (d) Other): N/A
 - (e) Expiry date of any options, warrants etc.: N/A
 - (f) Exercise price of any options, warrants etc.: N/A
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship: N/A
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months: N/A

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: **SEPTEMBER 21, 2018**

DENNIS PETKE
Name of Director or Senior Officer

/s/ Dennis Petke
Signature

President & CEO
Official Capacity