

**CORRECT CLOSING FORM 9  
TRANCHE 5 (not final tranche)**

**NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES  
(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

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

Trading Symbol: **ACG**

Date: **NOVEMBER 9, 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, SEPTEMBER 14, 2018, SEPTEMBER 21, 2018, NOVEMBER 1, 2018, NOVEMBER 6, 2018 AND NOVEMBER 7, 2018**

Issued and Outstanding Securities of Issuer Prior to Issuance: **79,346,449**

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 <sup>(1)</sup>	Describe relationship to Issuer <sup>(2)</sup>
Derek Wood 233 Chateau Place NW, Edmonton, AB, T5T 1V3	36,000	\$0.14		NI 45-106, s. 2.3(k)	25,000	Oct.16.2018	Arms-length
Robert Armstrong Site 632, Comp 35, RR #1, Lac La Biche, AB, T0A 2C1	45,000	\$0.14		NI 45-106, s. 2.3(k)	50,000	Oct.09.2018	Arms-length
Transcend Capital Inc. 303 – 750 West Pender Street, Vancouver, BC, V6C 2T7	1,428,571	\$0.14		NI 45-106, s. 2.3(t)	Nil	DAP	Arms-length



Belmont Foundation 303 – 750 West Pender Street, Vancouver, BC, V6C 2T7	535,714	\$0.14		NI 45-106, s. 2.3(r)	Nil	DAP	Arms-length
Belmont Capital 303 – 750 West Pender Street, Vancouver, BC, V6C 2T7	178,571	\$0.14		NI 45-106, s. 2.3(t)	Nil	DAP	Arms-length
David J. Kwiatkowski 204 – 1357 East 41st Avenue, Vancouver, BC, V5W 1R7	178,571	\$0.14		NI 45-106, s. 2.5(d)	Nil	DAP	Arms-length
Darrell Der 808 – 162 Victory Ship Way, North Vancouver, BC V7L 0B4	100,000	\$0.14		BC 45-534	108,100	Oct.11.2018	Arms-length
Christian Max Foss 4320 Frances Street, Burnaby, BC, V5C 2R3	50,000	\$0.14		NI 45-106, s. 2.5(1)(d)	3,000	Oct.05.2018	Arms-length
Jurgen Wolf 1206 – 588 Broughton Street, Vancouver, BC, V6G 3E3	50,000	\$0.14		NI 45-106, s. 2.5(1)(d)	20,000	Oct.05.2018	Arms-length
Thomas Wolf 108 – 285 Ross Drive, New Westminster, BC, V3L 0B9	100,000	\$0.14		NI 45-106, s. 2.5(1)(d)	93,000	Oct.04.2018	Arms-length
Rob Grace 401 – 1400 View Crescent, Delta, BC, V4L 1Z1	100,000	\$0.14		NI 45-106, s. 2.5(1)(d)	200,000	DAP	Arms-length
W.L. Macdonald Law Corp. 409 – 221 West Esplanade, North Vancouver, BC, V7M 3J3	54,770	\$0.14		NI 45-106, s. 2.3(t)	Nil	DAP	Arms-length
Rakesh Gupta 7 Summer Street, Wolfville, NS, B4P 1J9	36,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	Oct.16.2018	Arms-length
Patricia Martin 11 Shorthill Place, Fonthill, ON, L0S 1E3	36,000	\$0.14		NI 45-106, s. 2.3(j)	72,000	Oct.16.2018	Arms-length

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**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF  
LISTED SECURITIES**



Anita Elisha 5336 rue Snowdon, Montreal, QC, H3X 1Y2	36,000	\$0.14		NI 45-106, s. 2.3(k)	Nil	Oct.11.2018	Arms-length
Pierre Huard 12250 Guertin, Montreal, QC, H4J 1V9	75,000	\$0.14		BC 45-534	560,000	Oct.12.2018	Arms-length
Pietro Di Tomaso 366 Monet Street, Dollard Des Ormeaux, QC, H9A 3J4	100,000	\$0.14		BC 45-534	24,000	Oct.24.2018	Arms-length
Robert Peterson 135 Brainerd Crescent, Saskatoon, SK, S7T 0H2	35,715	\$0.14		NI 45-106, s. 2.3(k)	71,430	Sept.19.18	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.

<sup>1</sup> 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: **\$444,627.68**
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: **3,175,912**
  - (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: **3,175,912 WARRANTS**
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **3,175,912 COMMON SHARES**
  - (c) Exercise price: **\$0.20**
  - (d) Expiry date: **NOVEMBER 2, 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):  
  
**MACKIE RESEARCH CAPITAL CORP. OF 1920 – 1075 WEST  
GEORGIA STREET, VANCOUVER, BC, V6E 3C9**  
  
**10571261 CANADA INC., 530 BRIANCON, LAVAL, QC,  
H7N 5G8**
  - (b) 8% Cash: **\$4,891.20**
  - (c) 4% Securities: **4,000 COMMON SHARES**
  - (d) 4% Other: **4,000 TRANSFERABLE WARRANTS**
  - (e) Expiry date of any options, warrants etc.: **NOVEMBER 2, 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 <sup>(1)</sup>

(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: **NOVEMBER 9, 2018**

**DENNIS PETKE**

Name of Director or Senior Officer

**/s/ Dennis Petke**

Signature

**President & CEO**

Official Capacity