

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: **ACG**

Date: **DECEMBER 29, 2018**

1. New Options Granted:

Date of Grant: **DECEMBER 17, 2018**

| Name of Optionee | Position (Director / Officer / Employee/ Consultant / Management Company) | Insider Yes or No? | No. of Optioned Shares | Exercise Price | Expiry Date | No. of Options Granted in Past 12 Months |
|------------------------|--|--------------------------|------------------------------|-------------------|----------------|--|
| Transcend Capital Inc. | Consultant | N | 1,500,000 | \$0.10 | Dec.16.19 | 0 |

Total Number of optioned shares proposed for acceptance: **1,500,000**

Total Number of options cancelled in the past 12 months: **200,000**

| Other Presently Outstanding Options: Name of Optionee | No. of Optioned Shares ⁽¹⁾ | Exercise Price | Original Date of Grant | Expiry Date |
|---|--|-------------------|---------------------------|-------------|
| Harvey Lawson | 200,000 | \$0.05 | Sept.16.16 | Sept.15.21 |
| Charles Rendina | 200,000 | \$0.05 | Sept.16.16 | Sept.15.21 |
| David Kwiatkowski | 200,000 | \$0.11 | Apr.24.17 | Apr.24.22 |
| FPM Capital Inc. (Dennis Petke) | 300,000 | \$0.11 | Apr.24.17 | Apr.24.22 |
| Rupert Shore | 100,000 | \$0.11 | Apr.24.17 | Apr.24.22 |
| Sonnenblumen Financial (Xinlin Huang) | 200,000 | \$0.11 | Apr.24.17 | Apr.24.22 |
| Sina Pirooz | 100,000 | \$0.11 | Apr.24.17 | Apr.24.22 |
| Robert Grace | 100,000 | \$0.11 | Apr.24.17 | Apr.24.22 |

| | | | | |
|--|---------|---------|------------|------------|
| Graeme Sewell | 100,000 | \$0.185 | Apr.24.17 | Apr.24.22 |
| Munir Ali | 100,000 | \$0.185 | Apr.24.17 | Apr.24.22 |
| FPM Capital Inc. (Dennis Petke) | 600,000 | \$0.13 | July.31.17 | Jul.31.22 |
| Harvey Lawson | 100,000 | \$0.13 | July.31.17 | Jul.31.22 |
| Robert Carveth | 200,000 | \$0.13 | July.31.17 | Jul.31.22 |
| Robert Grace | 200,000 | \$0.13 | July.31.17 | Jul.31.22 |
| FronTier Merchant Capital Group (Ari Todd) | 375,000 | \$0.20 | Nov.30.17 | Nov.30.22 |
| Sonnenblumen Financial (Xinlin Huang) | 100,000 | \$0.20 | Nov.30.17 | Nov.30.22 |
| Chiffon Leyden | 50,000 | \$0.20 | Nov.30.17 | Nov.30.22 |
| Charles Rendina | 200,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Nasim Tyab | 400,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| 4477634 Canada Inc. (Silvio Ursino) | 400,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Erwin Mah | 200,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Rupert Shore | 150,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Sina Pirooz | 100,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Harvey Lawson | 100,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Canasia Data Corp. (Ian Lambert) | 550,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Consilium Enterprises Inc. (Robert Carveth) | 100,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Robert Grace | 250,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Xinlin Huang | 100,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Deanna Sauve | 100,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Obasi Investment Ltd. (Edmund Obasi) | 200,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Jegudiel Holdings Inc. (Kosta Kostic) | 500,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| Antonio Bramante | 300,000 | \$0.20 | Sept.24.18 | Sept.24.23 |
| 2612130 Ontario Ltd. (FronTier Group) | 500,000 | \$0.20 | Sept.26.18 | Sept.26.23 |

(1) Set out number of optioned shares for each grant with different terms.

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3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held: **AUGUST 3, 2018**
- (b) State the date of the news release announcing the grant of options: **DECEMBER 18, 2018**
- (c) State the total issued and outstanding share capital at the date of grant or amendment: **82,526,361**
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options: **10%**
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan: **77,636**
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors: **\$0.14**
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer: **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 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: **DECEMBER 29, 2018**

DENNIS PETKE

Name of Director or Senior
Officer

"Dennis Petke"

Signature

PRESIDENT & CEO

Official Capacity