FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities)

Please complete the following:

Name of Listed Issuer: Alliance Growers Corp. (the “Issuer”).

Trading Symbol: ACG

Date: April 19, 2018

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

Issued and Outstanding Securities of Issuer Prior to Issuance: 61,168,309 .

Date of News Release Announcing Private Placement: April 19, 2018 .

Closing Market Price on Day Preceding the Issuance of the News Release: $0.31\_\_\_

**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 relations-hip to Issuer (2)** |
|  |  |  |  |  |  |  |  |

1An 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 to be raised: $Nil .

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.

1. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A .
2. 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.
3. Description of securities to be issued:

(a) .

(b) Number .

(c) Price per security .

(d) Voting rights

1. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

(a) Number .

1. Number of securities eligible to be purchased on exercise of Warrants (or options)

(c) Exercise price .

(d) Expiry date - .

## Provide the following information if debt securities are to be issued:

(a) Aggregate principal amount N/A .

(b) Maturity date .

(c) Interest rate .

(d) Conversion terms .

(e) Default provisions .

1. 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.):

(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): Do not have an estimate at this time of what sales may be made by brokers .

(b) Cash N/A .

(c) Securities .

(d) Other .

(e) Expiry date of any options, warrants etc. .

(f) Exercise price of any options, warrants etc. .

1. 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

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1. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

N/A .

1. State whether the private placement will result in a change of control.

No .

1. 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.

1. 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..

**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: Initial 99% interest in BiocannaTech Inc., a Quebec ACMPR applicant. Final 1% on receipt of Health Canada LP license. Refer to the attached news release dated April 19, 2018.

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1. 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:

Pursuant to an agreement dated April 18, 2018 Alliance Growers will acquire 100% of outstanding shares of BiocannaTech from Canna Technology Inc (“CannaTechnology”) and on a prorated basis to as to 5/6 to 1134778 BC Ltd. and 1/6 to Erick Factor (the “Recipients”) in exchange for:

1. $238,637 down payment (paid);
2. $50,000 in shares to CannaTechnology and 1,200,000 shares to the Recipients on the Closing Date, which will be on or before April 25, 2018;
3. $250,000 in shares to CannaTechnology and 1,200,000 shares to the Recipients released immediately upon receipt of Health Canada approval for Ready to Build stage, on or before December 31, 2019;
4. $500,000 paid to CannaTechnology and 1,200,000 shares to the Recipients upon receipt of municipal building permits to start construction of a facility, on or before December 31, 2019;
5. $500,000 in shares to CannaTechnology and 1,200,000 shares to the Recipients upon receipt of Health Canada approval of the Cultivation stage, on or before December 31, 2019;
6. $500,000 in shares to CannaTechnology and 1,200,000 shares to the Recipients upon receipt of Health Canada LP License on or before December 31, 2019.

Alliance Growers will initially own 99% of all of the issued and outstanding shares of BiocannTech and the remaining 1% will be transferred to Alliance for $1 upon receipt of the Health Canada LP License..

1. 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:
2. Total aggregate consideration in Canadian dollars: up to $3,898,637. .
3. Cash: $738,637, $238,637 on signing, and $500,000 on City building permits approved stage to start construction.
4. Securities (including options, warrants etc.) and dollar value:

6,000,000 shares in stages at a deemed price of $.31 for a total of $1,860,000,. Additionally, $1,300,000 in common shares to be issued in stages at deemed value of the market price at the time of issuance .

1. Other: N/A .
2. Expiry date of options, warrants, etc. if any: N/A .
3. Exercise price of options, warrants, etc. if any: N/A .
4. Work commitments: N/A .
5. State how the purchase or sale price was determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation etc).

Arms length negotiations.

1. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A

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1. 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:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **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** | **Describe relation**  **ship to Issuer (1)** |
| **Erick Factor**  c/o #704 595 Howe Street, Vancouver BC V6C 2T5 | **1,000,000** | **$0.31** |  | NI 45-106 Section 2.12 | **Nil** | **Arms length** |
| **1134778 BC Ltd.**  #704 595 Howe Street, Vancouver BC V6C 2T5 | **5,000,000** | **$0.31** |  | NI 45-106 Section 2.12 | **Nil** | **Arms length** |
| **Canna Technology Inc.**  5111 avenue de Mayfair, Montreal, Quebec, H4V 2E8 | **Estimated 4,062,500** | **$0.31** |  | NI 45-106 Section 2.12 | **Nil** | **Arms length** |

1. Indicate if Related Person
2. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Corporate Search

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1. 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.):

(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) .

(c) Securities .

(d) Other .

1. Expiry date of any options, warrants etc.
2. Exercise price of any options, warrants etc. .
3. 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. Arms-length
4. 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

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**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.

1. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
2. 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).
3. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated April 19, 2018 .

Dennis Petke   
Name of Director or Senior Officer

/s/ Dennis Petke   
Signature

President & CEO   
Official Capacity

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**ALLIANCE GROWERS CORP.**

**NEWS RELEASE**

**ALLIANCE GROWERS EXECUTES FINAL AGREEMENT TO ACQUIRE BIOCANNATECH, QUEBEC ACMPR APPLICANT**

**April 19, 2018 – Vancouver, B.C. – Alliance Growers Corp. (CSE: ACG; FWB: 1LA; WKN: A2DFYX**) (“**Alliance Growers**” or the “**Company**”) is pleased to report that it has executed the  exclusive agreement to acquire the licensed producer applicant, BiocannaTech Inc. (“BiocannaTech”), to become a licensed producer under Health Canada’s access to cannabis for medical purposes regulations (“ACMPR”) in Quebec.  Closing will be on or before April 25, 2018, five business days after the fully executed agreement. Alliance Growers will supply financing and resources to build out the medical marijuana facility in preparation for the inspection required to obtain a growing license. Once Health Canada is satisfied with a successful crop, Alliance Growers will be granted its distribution license.

Quebec is considered the optimal locale for an ACMPR for many reasons. The province is host to 20% of Canada’s population and has only had two ACMPR licenses approved to date with only one currently producing. Quebec is currently vastly under represented relative to many other provinces in Canada. The Quebec government has always maintained an aggressive approach to attaining 25% of whatever Canada’s intentions are with business. Specifically regarding ACMPR licenses, Quebec has publicly stated they want Health Canada to process all 16 of the license applications in Quebec and have them approved expeditiously. When it comes time for Quebec licensees to purchase their supply, they will have a high priority on purchasing from Quebec growers. In Canada there are many politicians who act on the premise that Quebec deserves continual special policy treatment and defenders of the foregoing justify the exceptions with an observation that French language and culture in Quebec makes that province unique; that merits special treatment.

Alliance Growers will immediately acquire the Quebec late stage licensed producer applicant, with payments issued in stages. The terms of the BiocannaTech acquisition are as follows:

A down payment of $238,637, which has been paid.

a) The issuance of $50,000 in shares to Canna Technology Inc. and 1,200,000 shares to 1134778 BC Ltd (5/6) and Erick Factor (1/6) (“the Recipients”) will take place within five days following execution of the purchase agreement and filing with the CSE;

1. $250,000 in shares to Canna Technology and 1,200,000 shares to the Recipients to be released immediately upon receipt of Health Canada approval for Ready to Build stage on or before December 31, 2019;
2. $500,000 paid to Canna Technology and 1,200,000 shares to the Recipients upon receipt of municipal building permits to start construction on or before December 31, 2019;
3. $500,000 in shares to Canna Technology and 1,200,000 shares to the Recipients upon receipt of Health Canada approval of Cultivation stage on or before December 31, 2019;
4. $500,000 in shares to Canna Technology and 1,200,000 shares to the Recipients upon receipt of Health Canada LP License on or before December 31, 2019.

The initial BiocannaTech facility is configured at 10,000 sq. ft. and is attached to a 120,000-sq. ft. warehouse to provide for phased expansion.  BiocannaTech will have the capacity to produce up to 1,000 kg per year initially and be able to increase that output in subsequent phases of expansion. The building is in the Town of Mount Royal (“T.M.R.”) in Montreal.  This site is zoned for Medical Cannabis Production and BiocannaTech has the confirmation letter from the city of T.M.R. It is important to note that the lease provides the option to buy the facility and build equity for Alliance Growers and its shareholders.

Commenting on execution of the final agreement to acquire BiocannaTech, Dennis Petke, Alliance Growers’ President and CEO, stated “We are very pleased to finalize this important and exceptional opportunity to acquire BiocannaTech for Alliance Growers and the Company’s shareholders. We are fortunate to have financing support from the partnerships we have developed over the past 12 months. In December of 2017 and earlier this year, Alliance Growers finalized funding of over $1M from a private placement and the exercise of warrants and options. Upon conclusion of a small financing in April, we expect to complete a larger financing in May for up to $10 Million. Alliance Growers will then be moving full steam ahead on financing the “initial build stage” of BiocannaTech to create a premier cannabis supplier in Quebec. Management of Alliance Growers believes it is advantageous to capitalize on the governmental goal to increase the number of ACMPR licensed companies in Quebec. We are pleased to have now entered the grow space in Quebec whilst we negotiate additional license applicants in the province. These are exciting times for the cannabis industry and especially for Alliance Growers as we execute on our additional plans including further acquisitions of interests in ACMPR applicants, development of the Canna-App and finalization of the Company’s Pharmaceutical Grade CDB Oil partnership with an Israeli Medical Cannabis Company. We ask all stakeholders to watch for news on further developments of the Cannabis Botany Centre as well.  We also look forward to becoming a preferred tissue cultured plantlet supplier through the partnership we are developing with Pharmagreen on the Cannabis Botany Centre, to not only the Quebec ACMPR community but right across Canada.”

**About Alliance Growers**

Alliance Growers is a diversified cannabis company driven by the Company’s ‘Four Pillars’ Organization Plan – Cannabis Botany Centre, Strategic ACMPR Investments, CBD Oil Supply and Distribution, and Research and Development.

Alliance Growers is working with WFS Pharmagreen Inc. advancing a new business partnership, to jointly develop and operate a 40,000-square foot facility to be the first of its kind in Western Canada to house a DNA Botany lab, extraction facility and Tissue Culture Plantlet Production facility to service the Cannabis market and agriculture market in general. The proposed Cannabis Botany Centre will grow Cannabis plantlets using proprietary tissue culture propagation, specifically the “Chibafreen Invitro Plant Production System”, which assures consistent composition and purity of each plantlet for the growers.

Alliance Growers has signed a fully executed agreement to acquire a licensed producer applicant, BiocannaTech, to become a licensed producer under Health Canada’s access to cannabis for medical purposes regulations (“ACMPR”) in Quebec. Closing is on or before five business days after the fully executed agreement. Alliance Growers will supply financing and resources to build out the medical marijuana facility in preparation for the inspection required to obtain a growing license. Once Health Canada is satisfied with a successful crop, Alliance Growers will be granted its distribution license. This acquisition allows the Company an opportunity to become a licensed producer in the Province of Quebec and gain an in-road to provide tissue culture plantlets to all licensed producers in Quebec.

Further, Alliance Growers has been negotiating to obtain other exclusive Canadian distribution agreements for certain proprietary products for support of the Cannabis growing industry in addition to possible partnerships with Licensed Producer Applicants at various stages in the Health Canada License process.

For further information, please visit the Company’s website at [www.alliancegrowers.com](http://www.alliancegrowers.com) or the Company’s profile at [www.sedar.com](http://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](mailto:newsletter@alliancegrowers.com)

On behalf of the board of directors of

ALLIANCE GROWERS CORP.

“Dennis Petke”

Dennis Petke

President and CEO

For more information contact:

Dennis Petke

Tel: 778-331-4266

[DennisPetke@alliancegrowers.com](mailto:DennisPetke@alliancegrowers.com)

Rob Grace

Communications Consultant

Tel: 778-998-5431

[RobDGrace@gmail.com](mailto:RobDGrace@gmail.com)

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.