

## FORM 11

### NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Biome Grow Inc. (the "Issuer").

Trading Symbol: BIO

Date: October 19, 2018

#### 1. New Options Granted:

Date of Grant: October 19, 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
George Smitherman	Director	Yes	<u>100,000</u>	<u>\$1.60</u>	<u>19/10/21</u>	nil
Brett James	Director	Yes	<u>100,000</u>	<u>\$1.60</u>	<u>19/10/21</u>	nil
J. Mark Lievonen	Director	Yes	<u>100,000</u>	<u>\$1.60</u>	<u>19/10/21</u>	nil
Steven Poirier	Director	Yes	<u>100,000</u>	<u>\$1.60</u>	<u>19/10/21</u>	nil

Total Number of optioned shares proposed for acceptance: 400,000.

#### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Francis MacMaster	<sup>(2)</sup>	\$1.00	May 19, 2017	May 19, 2022

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

(2) Pursuant to an employment agreement dated May 19, 2017 between Cultivator Catalyst Corp. ("CCC"), a wholly-owned subsidiary of the Issuer, THC Dispensaries Canada Inc. (now Highland Grow Inc.) ("Highland Grow") and Francis MacMaster, as president of Highland Grow (the "FM Employment

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Agreement"), CCC granted to Mr. MacMaster, options to acquire common shares in the capital of CCC ("CCC Shares") or Other Securities, as applicable, (the "Option Shares") having an aggregate value of \$250,000, of which \$50,000 worth of options is exercisable for an exercise price of \$1.00 on the first, second, third, fourth and fifth anniversary dates of the entering into of the FM Employment Agreement. The number of Option Shares that Mr. MacMaster shall be entitled to receive upon exercise of the option on each anniversary date shall be calculated as follows: (i) if the Option Shares have not commenced trading on any securities exchange on which securities are publicly traded on a given anniversary of the FM Employment Agreement, by dividing \$50,000 by the "Fair Market Value" of the relevant Option Shares on such anniversary date; and (ii) if the Option Shares have commenced trading on any securities exchange on which securities are publicly traded on a given anniversary of the FM Employment Agreement, by dividing \$50,000 by the "Fair Market Value" of the relevant Option Shares on such anniversary date.

As used in this Note 2, the following terms have the following meanings:

"Fair Market Value" means the most recent subscription price per Option Share paid by an arm's length subscriber in an issuance from treasury, provided that if no Option Shares have been issued during the six-month period preceding the proposed date of issuance, it shall be such value as is agreed between the board of directors of CCC or issuer resulting from any Going Public Transaction, as applicable, and Mr. MacMaster.

"Going Public Transaction" means:

- (i) the issuance of a final receipt for a long form prospectus qualifying an underwritten initial public offering of CCC Shares with a contemporaneous listing of the CCC Shares on either the Canadian Securities Exchange, the Toronto Stock Exchange, the TSX Venture Exchange, the NASDAQ Stock Market, or the New York Stock Exchange; or
- (ii) the completion of a reverse take-over or similar transaction with a company that results in the holders of CCC Shares receiving, in exchange for their CCC Shares, Other Securities.

"Other Securities" means those securities received upon the completion of a reverse take-over or similar transaction with a company that results in the holders of CCC Shares receiving, in exchange for their CCC Shares, securities of a company listed on a Recognized Exchange.

"Recognized Exchange" means the Canadian Securities Exchange, the Toronto Stock Exchange, the TSX Venture Exchange, the NASDAQ Stock Market, or the New York Stock Exchange.

### 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. June 27, 2018.
- (b) State the date of the news release announcing the grant of options. October 19, 2018
- (c) State the total issued and outstanding share capital at the date of grant or amendment. \_\_\_\_\_

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Common Shares: 107,317,729

Special Class C Shares: 1

Warrants: 1,439,732

Options: nil (excludes those options held by Mr. MacMaster (See Item 2 above))

- (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.

0.37% of the issued and outstanding Common Shares are subject to options (excludes those options held by Mr. MacMaster (See Item 2 above)).

- (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.

10,331,772

- (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.

N/A.

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A.

#### **4. 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.
2. As of the date hereof there is no 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 CNSX Policy 1).

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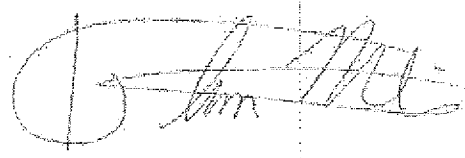
**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT  
OR AMENDMENT**

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

***[Signature Page Follows.]***

Dated October 19, 2018.

Khurram Malik  
Name of Director or Senior  
Officer

A handwritten signature in dark ink, appearing to read 'Khurram Malik', is written over a faint grid pattern.

Signature

CEO  
Official Capacity