

FORM 11

NOTICE OF PROPOSED RESTRICTED SHARE UNIT ISSUANCE

Name of Listed Issuer: **Green Growth Brands Inc. (the “Issuer”)**.

Trading Symbol: **GGB**

Date: **February 14, 2019.**

1. New Restricted Share Units Issued:

Date of Issuance: **February 14, 2019.**

Total Number of restricted share units proposed for issuance: **2,120,000.**

Please see Schedule A for more details.

2. Other Presently Outstanding Options:

There are no restricted share units currently outstanding. The chart below sets out the issued and outstanding options of the Issuer.

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Hybrid Financial	100,000	2.40	April 19, 2018	April 18, 2023
Tim Moore	87,500	0.50	February 28, 2018	February 27, 2023
Derrick Welsh	62,500	0.50	February 28, 2018	February 27, 2023
Derrick Welsh	50,000	0.64	May 28, 2018	May 27, 2019
Dennis Grayson	25,000	0.64	May 28, 2018	May 27, 2019
Groot Green	150,000	3.05	November 13, 2018	November 12, 2023

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.

The restricted share units referenced herein are being issued pursuant to the equity incentive plan of the issuer as approved by a majority of the shareholders of the issuer at the annual and special meeting of the shareholders of the Issuer on November 2, 2018.

- (b) State the date of the news release announcing the grant of restricted share units.

February 14, 2019.

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

186,315,045

- (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.

1%

- (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.

16,036,504

- (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.

Not applicable.

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

Not applicable.

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

Dated February 14, 2019.

Peter Horvath
Name of Director or Senior Officer

(signed) "Peter Horvath"
Signature

Chief Executive Officer
Official Capacity

Schedule A
RSU Issuance Details

Name of Recipient	Position	Insider?	RSUs Granted
Fritz Hoefler	Employee	No	100,000
William Larchian	Employee	No	5,000
Jamie L Bercik	Employee	No	10,000
Kent Kiffner	Employee	No	200,000
Jennifer Allhusen-Worsley	Employee	No	15,000
Katlyn Westbrook	Employee	No	10,000
Nick Barger	Employee	No	50,000
Nicholas Russo	Employee	No	50,000
Steph MacDonald	Employee	No	10,000
Tobin Anderson	Employee	No	100,000
Kelly Heineike	Employee	No	15,000
Ross Brubaker	Employee	No	20,000
Samuel Chester	Employee	No	10,000
Shanin Brooks	Employee	No	10,000
Maria Iannarino	Employee	No	15,000
Amanda Menge	Employee	No	15,000
Julia Fulton	Employee	No	15,000
Jordan Rabe	Employee	No	5,000
Kellie Wurtzman	Employee	No	50,000
Addle Wray	Employee	No	15,000
Candice Beten	Employee	No	15,000
Sarah Syphard	Employee	No	5,000
Patrick Tee	Employee	No	15,000
Noel Johnson	Employee	No	15,000
Heather Popadych	Employee	No	50,000
Alexa Sibberson	Employee	No	5,000
Joe Westling	Employee	No	5,000
Kate Gonzalez	Employee	No	5,000
Tara Davis	Employee	No	15,000
Karla Miller	Employee	No	5,000
Dayna Chessin	Employee	No	15,000
Robert Di Leo	Employee	No	15,000
Paula Haynes	Employee	No	5,000
Shannon Plant	Employee	No	15,000
Mary Pelphrey	Employee	No	5,000
Emily Randle	Employee	No	15,000
Linda Lewis	Employee	No	50,000
Shawn Murphy	Employee	No	15,000
Nikki Means	Employee	No	15,000
Nick Held	Employee	No	15,000
Kathy Milette	Employee	No	15,000
Stephanie Edwards	Employee	No	15,000
Tim Deal	Employee	No	15,000
Trey Dean	Employee	No	15,000
Jennifer Schutte	Employee	No	15,000

Name of Recipient	Position	Insider?	RSUs Granted
Jason Brown	Employee	No	15,000
Seaver Trafford	Employee	No	15,000
Charlotte Hicks	Employee	No	5,000
Kristin Hogue	Employee	No	15,000
Tom Clancy	Employee	No	15,000
Amy Westfall	Employee	No	15,000
Ameerah Harris	Employee	No	15,000
Brian Logan	Officer	Yes (Officer)	200,000
Brian Bartholomew	Employee	No	50,000
Lisa Raia	Employee	No	50,000
Jamie Lutz	Employee	No	5,000
Ben Currie	Employee	No	5,000
Dan Lopes	Employee	No	15,000
Brian Talbot	Employee	No	50,000
Abu Bah	Employee	No	15,000
James Steinkamnp	Employee	No	5,000
Natalie Horvath	Employee	No	5,000
Randy Whitaker	Employee	No	275,000
Brandon Weigard	Employee	No	100,000
Jeanine Terrance	Employee	No	15,000
Chris Vickers	Employee	No	25,000
Mike Cooper	Employee	No	25,000
Dan Zarrella	Employee	No	20,000
Kristen Etz	Employee	No	10,000
Chris Armanious	Employee	No	10,000
Kim Lester	Employee	No	10,000
Courtney Barker	Employee	No	10,000
Shy Batron Folger	Employee	No	10,000
Steve Little	Employee	No	10,000
Mike Bopp	Employee	No	10,000
TOTAL			2,120,000

None of the recipients above have been granted options in the past 12 months.

One third of the restricted share units will vest each year for three years in accordance with the terms of their underlying grant agreements.