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: November 15, 2016

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: 33,025,527 .

Date of News Release Announcing Private Placement: November 8, 2016 .

Closing Market Price on Day Preceding the Issuance of the News Release: $0.245\_\_\_

**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)** |
| **To be provided** | **10,000,000** | **$0.20** |  |  |  |  |  |

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: $2,000,000 .

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.

Item $

1. Botany Centre

Property acquisition, preliminary planning

and development:(See news release dated Nov.7, 2016) 1,400,000

1. Potential agreements for medical and

Recreational cannabis use 150,000

1. Investment in PharmaGreen and Canna 300,000

(See news release dated Nov. 15, 2016)

1. General working capital 150,000

The Company’s news release dated November 7, 2016 attached hereto as Schedule A provides specific details. Allocation of Botany Centre proceeds will be determined once pricing is established by architectural studies.

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) Class Units – one common share (“Share”) and one warrant .

(b) Number 10,000,000 .

(c) Price per security $0.20 .

(d) Voting rights One vote Share

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

(a) Number 10,000,000 warrants .

1. Number of securities eligible to be purchased on exercise of Warrants (or options) 10,000,000 Shares

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(c) Exercise price $0.30 .

## (d) Expiry date: 2 years from issuance. 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 $0.45 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.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 finder’s fee of 7% cash and warrants may be paid to brokers and a 10% cash commission for finder’s fees to non-registered persons.

(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

N/A .

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.

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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:

A license from Botanical Research and Motion International Inc. (“Brim”) regarding Brim’s proprietary technology for its “Chibafreen Invitro Plant Production System” and related matters. Refer to the attached news release dated November 7, 2016.

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:
2. BRIM will grant Alliance an exclusive Canadian license (the “License”) regarding certain of BRIM’s proprietary technologies. The Company has determined that the price of the 6 million Shares to be issued for the License are set at $0.135 per share for a deemed value of $810,000. In addition, 3 million Warrants will be issued at an exercise price of $0.27 per Share for a period of two years. Exercise of the Warrants may be accelerated by the Company, if, after the expiry of the hold period and release from escrow as described below, the Shares trade at or above a weighted average trading price of $0.41 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.
3. Alliance and BRIM have identified and agreed on the engagement of a senior architecture firm from British Columbia that is not only qualified in designing clean room labs but also has clearances for high security construction projects such as Health Canada’s MMPR commercial facility as well as federal level airports, etc.  They not only bring the design to the project but also act as a general contractor making them a desirable one stop solution for the project’s construction needs.
4. Alliance has engaged a construction consultant to assist in monitoring the entire construction process. Kruger Pacific Ltd., a private BC company, has members with many years of extensive experience in the construction industry, including former commercial building inspectors.  The principal of Kruger Pacific has owned and operated precast concrete factories in Calgary and Vancouver, as well as a successful commercial construction company for over twenty years.  In addition, he has been involved in junior public companies for more than 25 years with positions in senior level management and thus is a perfect fit for Alliance’s requirements for this project.

The License granted to Alliance will allow it to jointly develop and operate multiple Botany Centres in Canada and will include the following:

1 - B.R.I.M.’s proprietary “Chibafreen Invitro Plant Production System”

Utilizing its proprietary state of art clean tissue culture lab room designed to produce over one million Tissue Culture Plantlets per year. The design is scalable and designed for all flora to serve the entire agriculture industry.

2 - B.R.I.M.’s proprietary Cryotissue Cold Storage

Utilizing the one-of-a-kind Cryotissue Cold Storage technology for tissue culture preservation and regeneration as needed on long term basis.

3 – Extraction Lab

Provide custom profiles for extraction for botanicals oils for retail market.

Provide extraction services as retail services to cultivators.

4 - Botanical DNA Services Laboratory

Certifying plant tissue as the genetic level.

Additional DNA mapping services.

5 - B.R.I.M’s proprietary research for cannabis for large commercial scale micro propagation production when permitted.

The MOU will be superseded by a definitive agreement (the “Definitive Agreement”) to be completed on or before November 30, 2016.

The significant terms of the deal include the following:

Alliance will issue to BRIM a total of 6,000,000 Shares and these Shares and any Shares issued upon exercise of 3 million warrants during the escrow period, will be held in escrow and released in stages upon completion of each milestone as follows:

1. 2 Million Shares and 1 million warrants upon breaking ground for the construction of the botany centre.
2. 2 Million Shares and 1 million warrants upon completion of construction of the tissue culture lab.
3. 2 Million shares and 1 million warrants upon receiving first $100,000 dollars in revenues.

4. Cash payments of $75,000 on execution of the MOU and $75,000 on execution of the Definitive Agreement;

5. Pay a Royalty to BRIM on each Botany Centre in Canada of 5% of gross sales or a larger royalty based on another formula of net income that is consistent with similar commercial operations.

The initial Botany Centre and land shall be held by a wholly owned subsidiary of Alliance. Alliance shall be solely responsible for the cost of construction of the Botany Centre, and be responsible for all management fees, salaries, consulting fees and other operating costs related to the Botany Centre. BRIM also agrees to grant Alliance first right of refusal on exclusive licenses in various states in the US, and other countries or regions as they are identified, whereby Alliance will jointly operate the clean room certified laboratories making up a similar Botany Centre in those locations.

To finance the development of the Botany Centre, the Company has engaged DGWA, the German Institute for Asset and Equity Allocation and Valuation, known and respected as one of the leading German Corporate Boutiques for global small and mid-cap consulting and investments. As reported on August 18, 2016, Alliance has applied for a listing on the Frankfurt Stock Exchange, as the beginning of a European partnership with DGWA.

All of the above is subject to the execution of a definitive Agreement by November 30, 2016.

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: Shares equal in value to $810,000. .
3. Cash: $150,000: $75,000 on signing the MOU, and $75,000 on signing the definitive agreement. .
4. Securities (including options, warrants etc.) and dollar value:

6,000,000 Shares at a deemed price of $0.135 for a total of $810,000, based on the discounted closing price of the Company’s Shares on the trading day prior to November 7, 2016. Additionally, 3,000,000 warrants will be issued at an exercise price of $0.27 per Share exercisable for a period of two years from date of issuance. .

1. Other: N/A .
2. Expiry date of options, warrants, etc. if any: Two years. See (c) above. .
3. Exercise price of options, warrants, etc. if any: $.27. See (c) above. .
4. Work commitments: .
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).

Arm’s length negotiations.

1. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: none

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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:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **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 (1)** |
| BRIM and its Insiders, consultants,employees,to be determined | 6,000,000 Shares  3,000.000  warrants | $0.135 | $0.27 | NI45-106  Part 2.12 | 0 | 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: patent 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): David J. Kwiatkowski, Vancouver, B.C..

(b) Cash and/or Shares of $79,500, equal to 10% of the first $300,000 and 7.5% on the remainder of the deemed value of the acquisition of $960,000.

(c) Securities none .

(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: no
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 November 15, 2016 .

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 UPDATE ON BOTANY CENTRE WITH BRIM**

**November 7, 2016 – Vancouver, B.C. – Alliance Growers Corp. (CSE: ACG**) (“**Alliance Growers**” or the “**Company**”) is pleased to announce progress on the building the 40,000 square foot “Botany Centre” to service the Cannabis market specifically and the agriculture market in general.

Further to the Memorandum of Understanding (“MOU”) with Botanical Research In Motion International Inc. (“BRIM”) announced on October 26, 2016, whereby BRIM will grant Alliance an exclusive Canadian license (the “License”) regarding certain of BRIM’s proprietary technologies, the Company has determined that the price of the 6 million shares to be issued for the License are set at $0.135 per share for a deemed value of $810,000.

Alliance and BRIM have identified and agreed on the engagement of a senior architecture firm from British Columbia that is not only qualified in designing clean room labs but also has clearances for high security construction projects such as Health Canada’s MMPR commercial facility as well as federal level airports, etc.  They not only bring the design to the project but also act as a general contractor making them a desirable one stop solution for the project’s construction needs.

Alliance has engaged a construction consultant to assist in monitoring the entire construction process. Kruger Pacific Ltd., a private BC company, has members with many years of extensive experience in the construction industry, including former commercial building inspectors.  The principal of Kruger Pacific has owned and operated precast concrete factories in Calgary and Vancouver, as well as a successful commercial construction company for over twenty years.  In addition, he has been involved in junior public companies for more than 25 years with positions in senior level management and thus is a perfect fit for Alliance’s requirements for this project.

Commenting on the Progress, Dennis Petke, Alliance’s President and CEO stated, “We are very pleased to be getting the project underway so quickly after announcing our MOU.  Since the announcement of the MOU, BRIM and Alliance have identified significant additional revenue streams in the medical and recreational Cannabis industry that we are very excited to begin implementing after we complete our next round of funding, including a plan to acquire interests in multiple ACMPR facilities”.

Mr. Petke continued, “Alliance continues to develop its business model to take advantage of the imminent legalization of Recreational Cannabis in both Canada and the US, which includes becoming a leading supplier of high quality CBD oil to multiple channels in the Cannabis industry for both medical and recreational use in Canada and the US.  When the November elections bring new opportunities in the US, we will be ready in a very timely manner.  In addition, we believe the development of these Botany Centres in Canada and in other countries will form a significant component of our vision of becoming a successful global cannabis company.  We appreciate and thank our new investors and all shareholders for their continued support.”

**As previously announced, the License granted to Alliance will allow it to jointly develop and operate multiple Botany Centre’s in Canada and will include the following:**

The License granted to Alliance will allow it to jointly develop and operate multiple Botany Centres in Canada and will include the following:

1 - B.R.I.M.’s proprietary “Chibafreen Invitro Plant Production System”

Utilizing its proprietary state of art clean tissue culture lab room designed to produce over one million Tissue Culture Plantlets per year. The design is scalable and designed for all flora to serve the entire agriculture industry.

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Additional DNA mapping services.

5 - B.R.I.M’s proprietary research for cannabis for large commercial scale micro propagation production when permitted.

The MOU will be superseded by a definitive agreement (the “Definitive Agreement”) to be completed on or before November 30, 2016.

The significant terms of the deal include the following:

1. Alliance will issue to BRIM a total of 6,000,000 common shares and 3 million warrants to be released in stages;
2. Cash payments of $75,000 on execution of the MOU and $75,000 on execution of the Definitive Agreement;
3. Pay a Royalty to BRIM on each Botany Centre in Canada that that is consistent with similar commercial operations.

The initial Botany Centre and land shall be held by a wholly owned subsidiary of Alliance. Alliance shall be solely responsible for the cost of construction of the Botany Centre, and be responsible for all management fees, salaries, consulting fees and other operating costs related to the Botany Centre.

BRIM also agrees to grant Alliance first right of refusal on exclusive licenses in various states in the US, and other countries or regions as they are identified, whereby Alliance will jointly operate the clean room certified laboratories making up a similar Botany Centre in those locations.

To finance the development of the Botany Centre, the Company has engaged DGWA, the German Institute for Asset and Equity Allocation and Valuation, known and respected as one of the leading German Corporate Boutiques for global small and mid-cap consulting and investments. As reported on August 18, 2016, Alliance has applied for a listing on the Frankfurt Stock Exchange, as the beginning of a European partnership with DGWA.

**About Alliance Growers**

Alliance Growers Corp (ACG: CSE) is a diversified cannabis company driven by the Company’s ‘Four Pillars’ Organization Plan - MMPR cannabis production facilities, distribution network, consumer products, and research and development.

Alliance is finalizing an agreement with Botanical Research In Motion International Inc., for a Canada Exclusive License 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 facility 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. As well, Alliance has been negotiating to obtain exclusive Canadian distribution agreements for certain proprietary products for support of the Cannabis growing industry in addition to possible partnerships with existing MMPR licensed and soon-to-be licensed facilities. For further information please visit the Company’s corporate 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)

**About DGWA**

DGWA, the German Institute for Asset and Equity Allocation and Valuation, is a partner for the European Financial Markets – known and respected as one of the leading German Investment Banking Boutiques for providing global small and mid-cap Financial Advisory Services.

They build solid, substantial and comprehensive bridges for listed and non-listed companies to investors, financial institutions and multipliers like press and media and offer finest financial engineering solutions, tailor made for their clients.

DGWA’s management team runs a 25-year track record in trading, investing and analyzing SME’s around the world. It has been so far involved in over 250 IPO’s, financings, bond issues, dual listings and corporate finance transactions, as well as corresponding road shows and awareness campaigns.

DGWA is based in Frankfurt, home of the European Central Bank, centre of Europe’s financial activities and neighbours with various leading and specialized financial institutions – located in the heart of Europe and easily accessible via one of the largest airports in the world.

**About the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse: FWB):**

According to the FWB website, an estimated 45 percent of Europe's top 300 companies have their primary listing on the London or Frankfurt exchanges. The Frankfurt Stock Exchange is an international trading centre with more than 215 market participants, 50% of which are from countries other than Germany. The FWB is one of the world’s largest stock exchange for securities trading and ranks 10th in the “Trillion Dollar Club”. With 90 per cent of its turnover generated in Germany, namely at the two trading venues Xetra® and Börse Frankfurt, it is the largest of the seven regional securities exchanges in Germany. Besides the specialist trading at Frankfurt Stock Exchange, its fully electronic trading system Xetra® is one of the leading electronic trading platforms in the world. With the launch of Xetra in 1997, the Frankfurt Stock Exchange strengthened its competitive position and created attractive framework conditions for foreign investors and market participants. The FWB was founded over four hundred years ago in 1685 and is operated by Deutsche Borse AG.

On behalf of the board of directors of

**ALLIANCE GROWERS CORP.**

*“Dennis Petke”*

Dennis Petke

President and CEO

For more information contact:

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*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 the use of proceeds of the Financing, as well as the 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 following the issuance of the required licenses by Health Canada. 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