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: May 9, 2017

Is this an updating or amending Notice: XYes No

If yes provide date(s) of prior Notices: April 7, 2017.

Issued and Outstanding Securities of Issuer Prior to Issuance: 37,151,168 .

Date of News Release Announcing Private Placement: April 7, 2017 .

Closing Market Price on Day Preceding the Issuance of the News Release: $0.145.

**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)** |
| Transcend Capital Inc.  303 – 750 West Pender Street  Vancouver, BC  V6C 2T7 | 500,000  Units | $0.11 per unit |  | *2.3(t)* | 500,000 | DAP | Not related |
| Jean Paul Marentette  1727 Birchwood Drive  London, Ontario N6K4X2 | 30,000  Units | $0.11 per unit |  | *Existing Security Holder* | 142,000 | May 5, 2017 | Not related |
| James Oleynick  3939 Pine Street  Burnaby, BC V5G1Z3 | 200,000  Units | $0.11 per unit |  | *2.3(e)* | 200,000 | DAP | Not related |
| Dennis Petke  500 – 666 Burrard Street  Vancouver, BC, V6C 3P6 | 100,000  Units | $0.11 per unit |  | *2.5(1)* | 878,500 | DAP | Related  (director) |
| FPM Capital Corp.  500 – 666 Burrard Street  Vancouver, BC, V6C 3P6 | 200,000  Units | $0.11 per unit |  | *2.5(1)* | 494,500 | DAP | Related  (owned by a director) |
| Obasi Investment Limited  308 Panora Close NW  Calgary AB T3K0G3 | 100,000 Units | $0.11 per unit |  | *Existing Security holder* | 287,660 | May 5, 2017 | Not related |
| Barringer Ltd.  8-47 Calle Larga  Cuerca, Azwy  Ecuador | 500,000 | $0.11 per unit |  | *Existing Security holder* | 2,000,000 | DAP | Not related |
| Services Super Punch Inc.  725 Denison Ouest  Granby, Quebec J2G 4G2 | 45,000 | $0.11 per unit |  | *2.3(j)* | 45,000 | May 8, 2017 | Not related |
| Robert Kossman  8806 125 Avenue  Grand Prairie,  Alberta T8X1P2 | 100,000 | $0.11 per unit |  | *2.3(j)* | 100,000 | DAP | Not related |
| Hans Birker  409 Cadder Avenue  Kelowna, BC  V1Y5N2 | 13,600 | $0.11 per unit |  | *2.3(j)* |  | DAP | Not related |

1. Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
2. Indicate if Related Person.

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: partial closing of **$196,746**

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. **Primarily for the Botany Centre for property acquisition and preliminary planning and development, plus finalization of agreements in other potentially lucrative arrangements in the medical and recreational cannabis space, as well as general working capital.**

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 **The Issuer will issue Units consisting of 1 common share and 1 common share purchase warrant.**

(b) Number: partial closing of 1,788,600 **common in respect of the units**

(c) Price per security **$0.11 per common share** .

(d) Voting rights **One vote per common share**

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

(a) Number 1,788,600 **warrants** .

1. Number of securities eligible to be purchased on exercise of Warrants (or options) 1,788,600

(c) Exercise price **$0.21 per warrant** .

(d) Expiry date 2 years from the date of 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 $0.30 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.):
2. 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

Canaccord Genuity Corp. (“Canaccord”)

609 Granville Street, Suite 2200, Vancouver, B.C.  V7Y 1H2

(b) Cash Canaccord - $999.68.

(c) Securities: Warrants: Canaccord – 9,088 with the same terms as the Offering Unit warrants.

(d) Other .

(e) Expiry date of any options, warrants etc. 2 years from date of issue.

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 $0.30 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

(f) Exercise price of any options, warrants etc. $.21 .

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

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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.

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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:

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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:

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: N/A .
3. Cash .
4. Securities (including options, warrants etc.) and dollar value:

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1. Other: .
2. Expiry date of options, warrants, etc. if any: .
3. Exercise price of options, warrants, etc. if any: .
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).
6. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

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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)** |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |

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:

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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) Cash .

(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.
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.

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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 May 9, 2017 .

Dennis Petke   
Name of Director or Senior Officer

/s/ Dennis Petke   
Signature

President & CEO   
Official Capacity