

FORTIFY RESOURCES INC.

Fortify Resource Inc. Enters into Definitive Agreement with DV Infrastructure Corp.

Vancouver, B.C., Canada – November 3, 2017 — Fortify Resources Inc. (CSE: FTY) ("**Fortify**" and/or the "**Company**"), is pleased to announce that it has entered into a business combination agreement dated November 3, 2017 (the "**Definitive Agreement**") with DV Infrastructure Corp. ("**DVI**"), pursuant to which Fortify will acquire all of the issued and outstanding securities of DVI (the "**Transaction**"), as more particularly described below. The Transaction was initially announced in a Fortify news release dated August 18, 2017, indicating Fortify and DVI had entered into a letter of intent in respect of the Transaction.

The Transaction is subject to a number of terms and conditions as set forth in the Definitive Agreement, including (among other things) the approval of the Canadian Securities Exchange (the "**Exchange**"). If completed, the Transaction will constitute a "Fundamental Change" of Fortify, as such term is defined in Exchange policies. Fortify's shares will remain halted until the Exchange has reviewed and approved the Transaction.

The Transaction

Pursuant to the Definitive Agreement, Fortify will acquire all of the issued and outstanding securities of DVI from DVI's securityholders. Each shareholder of DVI will receive one (1) Fortify common share for each common share of DVI held. The share purchase warrants of DVI will also be exchanged for share purchase warrants of Fortify. Upon completion of the Transaction, DVI will become a wholly-owned subsidiary of the Company and the Company will change its name to "Crop Infrastructure Corporation", or such other name as the parties may reasonably agree upon. The combined entity (the "**Resulting Issuer**") will continue the business of DVI.

As this Transaction is considered a "related party transaction" pursuant to the provisions of Multilateral Instrument 61-101—*Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), it will require "minority approval" from each of Fortify's shareholders at its special meeting expected to be held on December 15, 2017. In support of the Transaction, Fortify appointed a special committee of independent directors to review its merits. The special committee then retained RWE Growth Partners, Inc. ("**RWE**") to prepare a "fairness opinion" in respect of the Transaction, which will be included in the management information circular to be distributed to Fortify's shareholders in connection with its special meeting, at which minority approval from Fortify's shareholders for the Transaction will be sought. Based upon and subject to the limitations contained in the fairness opinion, and such other matters as RWE has considered relevant, it is RWE's opinion that, as of the date of the fairness opinion, the terms of the proposed transaction are fair from a financial point of view to Fortify's shareholders.

As Fortify is a company listed on the Exchange, it is exempt from the formal valuation requirements of MI 61-101 pursuant to the exemption contained in section 5.5(b) of MI 61-101 on the basis that no securities of Fortify are listed or quoted on the markets specified therein.

The proposed Transaction will constitute a “related party” transaction under MI 61-101. Howe & Bay Financial Corp. (“**H&B**”) is a “control person” of Fortify and currently holds a 30.3% interest in Fortify and a 46.5% interest in Fortify on a partially diluted basis assuming the exercise of its share purchase warrants, being 984,242 common shares of Fortify and 984,242 share purchase warrants of Fortify. Brian Gusko, Hani El-Rayess, Robert Nicholas Horsley (a director of Fortify), and Daniel Terrett are all directors of H&B and each of them owns the following securities in Fortify and DVI:

Name of Company	Name of Shareholder	Number of Securities
Fortify Resources Inc.	Robert Nicholas Horsley (director and chief executive officer of Fortify)	187,500 common shares & 187,500 share purchase warrants
	Brian Gusko	Nil
	Hani El-Rayess	187,500 common shares & 187,500 share purchase warrants
	Daniel Terrett	250,929 common shares & 187,500 share purchase warrants
	Howe & Bay Financial Corp.	984,242 common shares & 984,242 share purchase warrants
DV Infrastructure Corp.	Robert Nicholas Horsley	3,004,500 common shares
	Brian Gusko	Nil
	Hani El-Rayess (director of DV Infrastructure Corp.)	3,400,000 common shares
	Daniel Terrett	3,750,000 common shares
	Howe & Bay Financial Corp.	Nil

All shares of Fortify owned and controlled by H&B, Brian Gusko, Hani El-Rayess, Robert Nicholas Horsley and Daniel Terrett will be excluded from voting on the Transaction.

The Transaction is conditional upon, among other things:

- (i) the representations and warranties of each of Fortify and DVI, as set out in the Definitive Agreement, being true and correct in all material respects at the closing of the Transaction;
- (ii) the absence of any material adverse change in the business of each of the parties;
- (iii) the parties receiving all requisite regulatory approval, including the approval of the Exchange, and any third party approvals and authorizations;

- (iv) DVI and Fortify obtaining the requisite shareholder approvals for the Transaction;
- (v) the parties obtaining requisite board approvals for the Transaction; and
- (vi) DVI completing one or more private placement financings for minimum aggregate gross proceeds of not less than \$1,500,000, of which \$4,219,200 has been raised to date.

DVI and its Business

DVI is engaged in the business of investing, constructing, owning and leasing mega greenhouse projects to provide turn key real estate solutions for lease to licensed cannabis producers and processors who have best in class operations and brands.

See Fortify's press releases dated August 18, 2017 for further information about the Transaction, DVI and its business. Fortify will issue additional press releases related to the Transaction and related financings and other material information as it becomes available. There can be no assurance that the Transaction will be completed as proposed or at all.

For further information please contact:

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This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law and may not be offered or sold in the "United States", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and shareholder approval. There can be no assurance that the Transaction will be completed as proposed or at all.

Trading in the securities of Fortify should be considered highly speculative.

All information in this press release concerning DVI has been provided for inclusion herein by DVI. Although Fortify has no knowledge that would indicate that any information contained herein concerning DVI is untrue or incomplete, Fortify assumes no responsibility for the accuracy or completeness of any such information.

The Canadian Securities Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Certain statements in this release are forward-looking statements, which include completion of the proposed Transaction and related financing, regulatory approvals and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward

looking statements will not occur. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, and other factors, many of which are beyond the control of Fortify. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which the Company operates, including that: general business and economic conditions will not change in a material adverse manner; and financing will be available if and when needed on reasonable terms. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Factors that could cause actual results to differ materially from those in forward looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the failure of counterparties to perform their contractual obligations, the loss of key directors, employees, advisors or consultants and fees charged by service providers. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

The forward-looking statements contained in this press release are made as of the date of this press release. Except as required by law, Fortify disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, Fortify undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.