

**FORM 9**

**NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES**

Name of Listed Issuer:	Symbol(s):
<b>Green Growth Brands Inc. (the "Issuer").</b>	<b>GGB</b>

Date: **May 17, 2019**

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: **Not applicable.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **193,480,704 (assuming full conversion of existing proportionate voting shares)**

**Pricing**

Date of confidential request for price protection: **May 8, 2019.**

Closing Market Price on Day preceding request for price protection: **\$5.28.**

**Closing**

Number of securities to be issued: **45,500 15% Secured Convertible Debentures (the "Debentures") of the Issuer.**

Issued and outstanding securities following issuance: **202,215,704 (assuming full conversion of the Debentures).**

**Part 1. Private Placement**

**Table 1A – Summary**

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction*
United States	8	USD\$1,000	C\$61,147,450
<b>Total Number of Purchasers</b>	<b>8</b>		
<b>Total dollar value of distribution in all jurisdictions</b>			<b>C\$61,147,450</b>

\*CDN\$ amounts based on the US-Canada daily average exchange rate published by the Bank of Canada on May 16, 2019 of 1.3439.

## Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)*	Conversion Price (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

\*CDN\$ amounts based on the US-Canada daily average exchange rate published by the Bank of Canada on May 16, 2019 of 1.3439.

- Total amount of funds to be raised:  
**US\$45,500,000.**
- 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.  
**The Issuer will use the proceeds from the issuance of the Debentures for general corporate and working capital purposes.**
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:  
**Not applicable.**
- If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.  
**An aggregate principal amount of US\$30,000,000 of Debentures were issued in satisfaction of certain promissory notes previously issued by the Issuer to certain lenders.**
- Description of securities to be issued:
  - Class: **Secured Convertible Debentures**
  - Number: **45,500**
  - Price per security: **US\$1,000 per Debenture.**
  - Voting rights: **500 votes per proportionate voting share (“PV Share”) underlying the Debentures.**
- Provide the following information if warrants, (options) or other convertible securities

are to be issued:

- (a) Number: **45,500 debentures**
  - (b) Number of securities eligible to be acquired on conversion: **17,470 PV Shares.**
  - (c) Conversion Price: **C\$3,500 per PV Share (i.e. the equivalent of C\$7.00 per common share of the Issuer (the “Common Shares”)).**
  - (d) Expiry Date **May 17, 2020.**
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount: **US\$1,000 per Debenture.**
  - (b) Maturity date: **May 17, 2020.**
  - (c) Interest rate: **15% per annum.**
  - (d) Conversion terms: **The Debentures may be converted, at the option of the holder thereof, on the Maturity Date, into PV Shares at the Conversion Price summarized in #6 above.**
8. 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.):
- Not applicable.**
9. 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:
- Not applicable.**
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
- Not applicable.**
11. State whether the private placement will result in a change of control.
- The private placement will not result in a change of control.**
12. 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.
- Not applicable.**

13. 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 Resale of Securities.

**Not applicable.**

**Part 2. Acquisition**

**Not applicable.**

## 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.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The Issuer has obtained the express written consent of each applicable individual to:
  - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
  - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time.
4. 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).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

**DATED** May 17, 2019.

(signed) "Peter Horvath"

Peter Horvath  
Chief Executive Officer