



Braingrid Completes Shares for Debt Issuance and Convertible Debenture Financing

Toronto, Ontario – May 17, 2019 — **Braingrid Limited ("Braingrid" or the "Company") (CSE:BGRD)**, a global provider of cultivation analytics using its affordable, scalable and easy-to-deploy sensor platforms for precision agriculture, wishes to announce the completion of two transactions.

Pursuant to an Advisory Agreement with Michael Frank (the "Advisor") dated as of the 1st day of January 2019, the Company issued 100,000 common shares in payment for his services from January 1, 2019 to April 30, 2019. The Advisor provided consulting and support services including the ongoing assessment of available methods of financing operations and undertakings of the Company; the introduction of appropriate businesses to the Company for acquisition and merger; and conversations and attendances with stock brokers and other third party investors to create awareness and investment in the Company. Compensation was fixed at \$5,000 per month and payable in common shares in the capital of the Company at a deemed issue price of \$0.20 per share. The agreement with the Advisor also provided for the payment of certain success fees in the event of the completion of certain transactions however as no transactions were completed, no success fee was earned or paid.

A second transaction with Bankwell Realty Inc. (the "Lender") was completed by the Company today whereby the Company issued a \$100,000 secured convertible debenture. The loan bears interest at a rate of 18% per annum, matures on August 16, 2019 and is secured by a general security agreement. The principal amount of the debenture, fees and interest thereon may be converted into units of the Company at a conversion price of \$0.09 per unit. Each unit will be comprised of one common share and one common share purchase warrant of the Company. Each warrant will be exercisable into one common share of the Company at an exercise price of \$0.09 per share at any time on or before the second anniversary of the issuance of the warrants. In connection with the completion of the financing the Company agreed to pay the Lender a commitment fee of \$5,000 and issue 250,000 common share purchase warrants to the Lender, each exercisable at any time on or before May 17, 2024 into one common share of the Company at an exercise price of \$0.09 per share. Braingrid may pre-pay the debenture at any time and is obligated to repay the debenture in the event that it receives long term funding.

The securities issued by the Company as set out in this press release are subject to a hold period of four months and one day.

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About Braingrid:

Braingrid is a global technology company committed to the best interests of the precision agriculture industry for the long term. We provide valuable grow analytics by capturing real-time data using our technology platform to increase revenues, reduce costs, risks and improve yield - making it easier for the grower to operate efficiently and effectively. The Company is listed on the CSE under the symbol BGRD.

FORWARD-LOOKING INFORMATION

This news release includes forward-looking information and statements, which may include, but are not limited to, information and statements regarding or inferring the future business, operations, financial performance, prospects, and other plans, intentions, expectations, estimates, and beliefs of Braingrid. Information and statements which are not purely historical fact are forward-looking statements. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of Braingrid to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein. Although Braingrid believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements, there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof, and except as required by applicable laws, Braingrid assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward-looking information and statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable laws.

The Canadian Securities Exchange has not reviewed, approved or disapproved the content of this news release.