

Green Growth Brands Announces Bought Deal Public Offering of Units

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Columbus, OH, July 23, 2019 – Green Growth Brands Inc. (CSE:GGB) (OTCQB:GGBXF) (the “**Company**” or “**GGB**”) announced today that it has entered into an agreement with a group of investment dealers, led by Canaccord Genuity Corp. (the “**Underwriters**”), pursuant to which the Underwriters will purchase, on a bought deal basis pursuant to the filing of a short form prospectus, an aggregate of 20,500,000 units (the “**Units**”) of the Company at a price of C\$2.45 per Unit (the “**Offering Price**”) for aggregate gross proceeds of C\$50,225,000 (the “**Offering**”).

Each Unit will be comprised of one common share of the Company (a “**Common Share**”) and one half of one common share purchase warrant of the Company (each full warrant, a “**Warrant**”). Each Warrant will entitle the holder to acquire one common share of the Company (the “**Underlying Common Shares**”) at a price of C\$3.50 per Underlying Common Share, subject to adjustment in certain events (the “**Exercise Price**”), for a period of 3 years following the Closing Date (as hereinafter defined). The Company intends to apply to list the Warrants on the Canadian Securities Exchange.

The Company has agreed to grant the Underwriters an over-allotment option to purchase up to an additional 3,075,000 Units at the Offering Price, exercisable in whole or in part, at any time and from time to time on or prior to the date that is 30 days following the Closing Date. If this option is exercised in full, an additional C\$7,533,750 in gross proceeds will be raised pursuant to the Offering and the aggregate gross proceeds of the Offering will be C\$57,758,750.

The Units will be offered by way of a short form prospectus to be filed in the provinces of British Columbia, Alberta, Ontario and Nova Scotia, as agreed by the Company and the Underwriters (the “**Prospectus**”). The Company intends to use the net proceeds from the Offering, in part, (i) to finance the cash purchase price payable by the Company to complete its acquisition of Nevada Organic Remedies, (ii) to finance the cash purchase price payable by the Company to complete its acquisition of Henderson Organic Remedies, and (iii) to finance the cash purchase price payable by the Company to complete its acquisition of Spring Oaks, with (iv) the balance, if any for Company’s ongoing capital expenditures and general corporate purposes.

Closing of the Offering is expected to occur on or about August 21, 2019 (the “**Closing Date**”) and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals, including the approval of the Canadian Securities Exchange and the applicable securities regulatory authorities.

The securities being offered have not been, nor will they be, registered under the United States Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

About Green Growth Brands Inc.

Green Growth Brands creates remarkable experiences in cannabis and CBD. Led by CEO Peter Horvath and a leadership team of consumer-focused retail experts, the company’s brands include CAMP, Seventh Sense Botanical Therapy, The+Source, Green Lily, and Meri + Jayne. The Company also has a licensing agreement with the Greg Norman™ Brand to develop a line of CBD-infused personal care products designed for active wellness. Already driving the strongest sales per square feet in the cannabis industry, GGB is expanding its

cannabis operations throughout the U.S., its CBD presence at ShopSeventhSense.com, in malls across the country and at DSW shoe stores—and that’s just the beginning. Learn more about our vision at GreenGrowthBrands.com.

Cautionary Statements

Certain information in this news release constitutes forward-looking statements under applicable securities law. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements, including statements regarding the Offering, Closing Date, use of proceeds, filing and receipt of the Prospectus and the receipt of regulatory and stock exchange approval. Forward-looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expect”, “intend”, “forecast” and similar expressions. Forward-looking statements necessarily involve known and unknown risks, including, without limitation, risks associated with general economic conditions; adverse industry events; marketing costs; loss of markets; future legislative and regulatory developments involving medical and recreational marijuana; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favorable terms; the marijuana industry in the United States, income tax and regulatory matters; the ability of the Company to implement its business strategies, including with respect to its retail shop strategy; competition; currency and interest rate fluctuations and other risks, including those factors described under the heading “Risks Factors” in the Company’s Annual Information Form dated November 26, 2018, which is available on the Company’s issuer profile on the SEDAR website at www.sedar.com.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further 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 placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. The forward-looking statements contained in this release are made as of the date hereof and the Company is not obligated to update or revise any forward looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

This news release does not constitute an offer, invitation or recommendation to subscribe for or purchase any securities and neither this news release nor anything contained in it shall form the basis of any contract or commitment. In particular, this news release does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal.

The securities referred to herein have not been and will not be registered under the United States Securities Act, or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the United States Securities Act or an exemption from the registration requirements of the United States Securities Act is available.

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

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