



**FOR IMMEDIATE RELEASE**

**GROWN ROGUE COMPLETES REVERSE TAKEOVER TRANSACTION**

**TORONTO, ON / November 16, 2018 / Grown Rogue International Inc. (formerly Novicius Corp.) (CSE: NVS) (“Grown Rogue” or the “Company”),** is pleased to announce that it has closed its previously announced reverse takeover transaction (the “**Transaction**”) with Grown Rogue Unlimited, LLC (“**Grown Rogue US**”).

The common shares of Grown Rogue (the “**Common Shares**”) are expected to resume trading on the Canadian Securities Exchange (the “**CSE**”) as soon as practicable subsequent to CSE final approval of the Transaction. The Listing Statement in connection with the Transaction (as prepared pursuant to the policies of the CSE) will be filed on SEDAR ([www.sedar.com](http://www.sedar.com)) prior to the resumption of trading.

**About Grown Rogue**

Grown Rogue is the premier vertically-integrated Cannabis brand specializing in *seed-to-experience* products through state of the art indoor & outdoor facilities and over 50 years of cultivation expertise. Grown Rogue’s products are categorized according to desired user experiences: **Relax**, **Optimize**, **Groove**, **Uplift** and **Energize**. The Grown Rogue brand offers flower, pre-rolls, cartridges, and extracts including shatter, wax, oil and sugar. To provide customers with “The Right Experience, Every Time.”™, Grown Rogue produces and distributes only the finest cannabis with 90,000 sq ft of indoor & outdoor cultivation where they utilize best in class production practices meeting Clean Green Certification standards.

For more information, visit <https://www.grownrogue.com/>.

**Financings**

Prior to the completion of the Transaction, and in addition to the financings announced by the Company on November 5, 2018, Grown Rogue US completed a non-brokered private placement of subscription receipts (the “**Subscription Receipts**”) for aggregate gross proceeds of C\$1,646,050 with each Subscription Receipt being sold for C\$0.44. Pursuant to the terms of the Subscription Receipts, upon completion of the Transaction, each one Subscription Receipt was

automatically exchanged for one Common Share and one Common Share purchase warrant, each exercisable until November 15, 2020 to acquire one Common Share at an exercise price of C\$0.55 per Common Share.

In addition to the offering of Subscription Receipts, prior to the completion of the Transaction, Grown Rogue US completed an offering of common units and purchase warrants of Grown Rogue US for gross proceeds of C\$649,079. Pursuant to the Transaction, each common unit and purchase warrant sold under the offering was each exchanged into the same number of Common Shares and Common Share purchase warrants, each exercisable until November 15, 2020 to acquire one Common Share at an exercise price of C\$0.55 per Common Share.

### **Early Warning**

Pursuant to the Transaction, J. Obie Strickler acquired 28,616,766 Common Shares at a deemed price per Common Share of C\$0.44, representing 39.93% of the issued and outstanding Common Shares. In addition, in connection with the Transaction, Mr. Strickler was issued, in exchange for his warrants of Grown Rogue US, 929,432 warrants (“**Warrants**”), each exercisable to purchase one Common Share at a price of C\$0.55 until November 15, 2020. Assuming exercise of all Warrants by Mr. Strickler, Mr. Strickler would own 29,546,198 Common Shares, representing 40.71% of the issued and outstanding Common Shares. Mr. Strickler may increase or reduce his investment in the Issuer according to market conditions or other relevant factors.

Pursuant to the Transaction, Christopher Lancashire acquired 5,568,648 Common Shares at a deemed price per Common Share of \$0.44, representing 7.77% of the issued and outstanding Common Shares. In addition, in connection with the Transaction, Mr. Lancashire was issued, in exchange for his warrants of Grown Rogue US, 3,572,728 Warrants. Assuming exercise of all Warrants by Mr. Lancashire, Mr. Lancashire would own 9,141,376 Common Shares, representing 12.15% of the issued and outstanding Common Shares. Mr. Lancashire may increase or reduce his investment in the Issuer according to market conditions or other relevant factors.

Mr. Strickler and Mr. Lancashire can be contacted c/o Grown Rogue at 340 Richmond Street West, Toronto, Ontario, M5V 1X2. A copy of the early warning reports in connection with the foregoing will appear under the Issuer’s profile on the SEDAR ([www.sedar.com](http://www.sedar.com)).

### **FOR FURTHER INFORMATION PLEASE CONTACT:**

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Grown Rogue International Inc.  
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*Certain information regarding the Company in this news release may constitute forward-looking statements or future oriented financial information under applicable securities laws. The forward-looking information includes, without limitation, continuation of trading of the Common Shares on the CSE. Forward-looking information is based on current expectations, estimates and projections that involve a number of risks, which could cause actual results to vary and in some instances to differ materially from those anticipated by the Company and described in the forward-looking information contained in this press release. Undue reliance should not be placed on forward-looking information, which is not a guarantee of performance and is subject to a number of risks or uncertainties. Readers are cautioned that the foregoing list of risk factors is not exhaustive. Forward-looking information is based on the estimates and opinions of the Company's management at the time the information is released and the Company disclaims any intent or obligation to update publicly any such forward-looking information, whether as a result of new information, future events or otherwise, other than as expressly required by applicable securities law.*

*Safe Harbor Statement:*

*This press release may contain forward-looking information within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including all statements that are not statements of historical fact regarding the intent, belief or current expectations of the Company, its directors or its officers with respect to, among other things: (i) the Company's financing plans; (ii) trends affecting the Company's financial condition or results of operations; (iii) the Company's growth strategy and operating strategy; and (iv) the declaration and payment of dividends. The words "may," "would," "will," "expect," "estimate," "anticipate," "believe," "intend" and similar expressions and variations thereof are intended to identify forward-looking statements. Also, forward-looking statements represent our management's beliefs and assumptions only as of the date hereof. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, many of which are beyond the Company's ability to control, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors including the risk disclosed in the Company's Form 20-F and 6-K filings with the Securities and Exchange Commission.*