

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations

1. Names of the Parties to the Transaction

Grown Rogue International Inc., formerly Novicius Corp. (“**GRIN**”), Grown Rogue Unlimited, LLC (“**Grown Rogue US**”), Grown Rogue Canada Inc. (“**GRC**”) and Novicius Acquisition Corp., a subsidiary of GRIN (“**Subco**”).

2. Description of the Transaction

On October 31, 2018, GRIN, Subco, Grown Rogue US and GRC entered into a Definitive Agreement whereby GRIN and Grown Rogue US agreed to combine their respective businesses (the “**Transaction**”). Prior to the completion of the Transaction, GRIN changed its name from “Novicius Corp.” to “Grown Rogue International Inc.” and consolidated its existing common shares on the basis of one common share for each 1.4 existing common share. As part of the Transaction (i) the unitholders of Grown Rogue US exchanged their equity membership interests to GRIN for common shares of GRIN on a one-for-one basis and (ii) GRIN, Subco and GRC were parties to a three-cornered amalgamation whereby GRC and Subco shareholders received common shares of GRIN on a one-for-one basis. The Transaction resulted in GRIN becoming the owner all of the equity membership interests in Grown Rogue US.

3. Effective date of the Transaction

November 15, 2018

4. Names of each Party, if any, that ceased to be a Reporting Issuer subsequent to the Transaction and of each Continuing Entity

GRIN continues to be reporting issuer in Ontario. No party ceased to be a reporting issuer.

5. Date of the Reporting Issuer’s First Financial Year-End Subsequent to the Transaction

October 31, 2019.

6. Periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer’s first financial year subsequent to the Transaction

GRIN will file annual financial statements for the year ended October 31, 2018, on or before February 28, 2019, interim financial statements for the three months ended January 31, 2019 on or before April 1, 2019, interim financial statements for the six months ended April 30, 2019 on or before June 29, 2019, interim financial statements for the nine months ended July 31, 2019 on or before September 29, 2019 and annual financial statements for the year ended October 31, 2019, on or before February 28, 2020.

7. Documents filed under NI 51-102 Continuous Disclosure Obligations that describe the Transaction

The following documents describing the Transaction, and related matters, were filed on SEDAR at www.sedar.com under GRIN’s profile:

- a) press releases dated September 28, 2017 and October 2, 2017 announcing the execution of the letter of intent in connection with the Transaction;
- b) press release dated March 29, 2018, announcing an amendment to the letter of intent in connection with the Transaction;
- c) press release dated July 12, 2018, announcing an amendment to the letter of intent in connection with the Transaction and the completion of a brokered financing by GRC;
- d) material change report filed on July 12, 2018 relating to the above item (c).
- e) press release dated November 5, 2018, announcing conditional approval from the Canadian Securities Exchange, name change and the execution of the Definitive Agreement;
- f) material change report filed on November 8, 2018 relating to the above item (e);
- g) Definitive Agreement dated October 31, 2018;
- h) Listing Statement dated November 15, 2018;
- i) press release dated November 16, 2018 announcing the closing of the Transaction;
- j) press release dated November 26, 2018 announcing the resumption of trading on the Canadian Securities Exchange;
- k) material change report filed on November 26, 2018 relating to the above items (i) and (j).