

Grown Rogue International Inc. Announces Closing of Convertible Debenture Private Placement to Accelerate Expansion

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MEDFORD, OREGON – May 7, 2019 – Grown Rogue International Inc. (CSE: GRIN | OTC: NVSIF) (the “**Company**”) is pleased to announce the closing of a non-brokered private placement (the “**Offering**”) of secured convertible debentures with an aggregate principal amount of \$1,500,000 (the “**Convertible Debentures**”). The Convertible Debentures bear an interest at a rate of 2% per calendar quarter and mature on August 10, 2020. The lead investor in the Offering is an experienced private equity cannabis investment fund.

The principal use of funds will be continued expansion investment in the Michigan assets, namely one cultivation center, and two retail dispensaries - including a midtown Detroit location. Additional funds will be dedicated to go-to-market strategies in California featuring Grown Rogue branded products and wholesale products.

The Convertible Debentures are convertible into common shares of the Company (the “**Common Shares**”) at a conversion price that is the lesser of: (i) \$0.44 per Common Share, or (ii) the lowest price for which securities of the Company are issued while such Convertible Debentures remain outstanding (the “**Conversion Price**”). If, within 90 days of the issuance of the Convertible Debentures, the Company fails to complete an offering of securities for gross proceeds of at least \$1,000,000, then the Conversion Price shall be reduced to \$0.30 per Common Share.

“Our growth has been ahead of schedule on several fronts. This financing allows us to continue expansion while fulfilling all of our current obligations,” added Obie Strickler, Co-Founder and CEO of Grown Rogue International.

On closing, the Company issued to the purchasers of the Convertible Debentures 3,409,091 common share purchase warrants (the “**Warrants**”). The Warrants are exercisable for a period of two (2) years from issuance into Common Shares at an exercise price equal to the lesser of (i) \$0.55 per Common Share; or (ii) the lowest price for which warrants of the Company are issued while such Warrants remain outstanding. If, during the term of the Warrants, the Company issues warrants with an exercise price below \$0.55 per Common Share (the “**Other Warrants**”), the Company will issue to the purchasers, on the same terms and conditions of the Other Warrants, additional warrants to equal the number of Warrants that would have been issued if the reduced offering price was used to calculate the number of Warrants issued.

“Creating shareholder value is our primary concern when putting investment to work and these funds will pay for immediate operations to advance our operational launch date in Michigan and our product launch date in California,” said Jacques Habra, Chief Strategy Officer of Grown Rogue International. “Building a responsible cannabis brand requires strategic investment,” continued Mr. Habra.

The Convertible Debentures and Warrants issued pursuant to this Offering are subject to a statutory hold period of four months and one day from the closing date of the Offering.

About Grown Rogue

Grown Rogue International Inc. (CSE: GRIN | OTC: NVSIF) is a vertically integrated, multi-state cannabis company curating innovative products to provide consumers with the right cannabis experience. Each of Grown Rogue's products and strains are categorized and marketed based on unique effects and designed for the full range of a consumers' lifestyle. Grown Rogue is scaling the vertically integrated model into multiple states by incorporating best-in-class manufacturing facilities and a proprietary distribution platform based on Microsoft technology. Grown Rogue's diverse cannabis product suite includes premium flower, patent-pending nitrogen sealed pre-rolls, oil and concentrates, and edibles featuring a partnership with world-renowned chocolatier, Jeff Shepherd.

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This press release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities. Forward-looking information is often identified by the words "may," "would," "could," "should," "will," "intend," "plan," "anticipate," "believe," "estimate," "expect" or similar expressions and include information regarding: (i) statements regarding the future direction of the Company (ii) the ability of the Company to successfully achieve its business and financial objectives, (iii) plans for expansion of the Company into new jurisdictions and securing applicable regulatory approvals, and (iv) expectations for other economic, business, and/or competitive factors. Investors are cautioned that forward-looking information is not based on historical facts but instead reflect the Company's management's expectations, estimates or projections concerning the business of the Company's future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the combined company. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: changes in general economic, business and political conditions, including changes in the financial markets; and in particular in the ability of the Company to raise debt and equity capital in the amounts and at the costs that it expects; adverse changes in the public perception of cannabis; decreases in the prevailing prices for cannabis and cannabis products in the markets that the Company operates in; adverse changes in applicable laws; or adverse changes in the application or enforcement of current laws; compliance with extensive government regulation and related costs, and other risks described in the Company's public disclosure available on www.sedar.com.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable 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.

The Company is indirectly involved in the manufacture, possession, use, sale and distribution of cannabis in the recreational cannabis marketplace in the United States through its indirect operating subsidiaries. Local state laws where its subsidiaries operate permit such activities however, these activities are currently illegal under United States federal law. Additional information regarding this and other risks and uncertainties relating to the Company's business are disclosed in the Company's public disclosure available on its issuer profile on SEDAR at www.sedar.com. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

For further information on Grown Rogue International please visit <https://www.grownrogue.com> or contact:

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