

FORM 62-103F3

REQUIRED DISCLOSURE BY AN ELIGIBLE
INSTITUTIONAL INVESTOR UNDER SECTION 4.5(d)

Item 1 – Identity of the Eligible Institutional Investor

1.1 State the name and address of the eligible institutional investor.

MM Asset Management Inc. (“**MM Asset**”)
161 Bay Street
Suite 2240
Toronto, Ontario
M5J 2S1

MMCAP International Inc. SPC (“**MMCAP**”) is an investment fund advised by MM Asset.

Item 2 – Security and Reporting Issuer

2.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Grown Rogue International Inc. (the “**Issuer**”)
550 Airport Road
Medford, Oregon
9750

This report relates to common shares (“**Shares**”) in the capital of the Issuer.

2.2 State the designation and number or principal amount of voting or equity securities of the reporting issuer in respect of which the report is being filed and the securityholding percentage of the eligible institutional investor in the class of securities.

As at the end of December, 2021, MM Asset, on behalf of MMCAP, exercised control and direction over:

(i) 2,799,100 Shares; and

(ii) 8,801,100 common share purchase warrants (“**Warrants**”), each Warrant is exercisable for one Share at a price of \$0.30 per Share prior to March 5, 2023,

representing approximately 6.99% of the Issuer’s 157,248,711 outstanding Shares as reported in its Management Discussion and Analysis dated September 29, 2021 and a Press Release dated November 5, 2021, calculated on a partially diluted basis.

Item 3 – Statement of Eligibility

3.1 MM Asset is eligible to file reports under Part 4 of National Instrument 62-103.

DATED this 10th day of January, 2022.

MM ASSET MANAGEMENT INC.

By: “Hillel Meltz”
Hillel Meltz, President