



Lineage Grow Company Ltd.: No Offer or Solicitation

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TORONTO, May 07, 2019 -- Lineage Grow Company Ltd. (CSE:BUDD) ("**Lineage**" or the "**Company**") provides this clarification further to its preps release of May 6, 2019 with respect to the transaction (the "**RTO**") with FLRish, Inc. ("**FLRish**"), and proposed concurrent financing of FLRish by way of private placement of a minimum of C\$10 million of subscription receipts (the "**Concurrent Financing**").

None of the securities of Lineage, FLRish or the securities to be issued in the Concurrent Financing or the RTO have been or will be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or applicable state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. Persons", as such term is defined in Regulation S under the U.S. Securities Act, absent registration or an applicable exemption from such registration requirements. This news release shall neither constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About Lineage Grow Company Ltd.

Lineage Grow Company Ltd. is a reporting issuer that is listed on the Canadian Securities Exchange ("**CSE**"). Lineage is currently focused on operating two retail licensed stores located in two prominent cities in Oregon (Portland and Eugene), and on assembling licensed operators with good growth potential and superior management, either through direct acquisition or through joint ventures, with an aim towards building a dominant vertically-integrated cannabis business that leverages best-in-class cultivation, brands, distribution, and retail assets. Lineage has entered into a purchase agreement with Agris Farms and a binding letter of intent to acquire LUX. In addition, Lineage and Harborside have entered into a binding letter agreement pursuant to which Lineage will acquiring all the issued and outstanding securities of Harborside in a reverse takeover transaction.

For updates on the Company's activities and highlights of the Company's press releases, investor deck and other media coverage, please visit Lineage's web site (under construction) at www.lineagegrow.com.

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The CSE (operated by CNSX Markets Inc.) has in no way passed upon the merits of the Business Combination and has neither approved nor disapproved of the contents of this press release.

Disclaimer for Forward-Looking Information

This news release contains forward-looking statements and information *based on current expectations. Generally, forward looking information can be identified by the use of forward looking terminology such as "plans", "expects", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Forward looking information in this press release includes the information concerning the RTO, the expected terms for the Financing, management's plan to develop dominant brand of premium quality craft cannabis; and management's intention to successfully produce craft cannabis at an commercially viable industrial scale. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. There is no certainty that any of these events will occur. Although such statements are based on management's reasonable assumptions, there can be no assurance that such assumptions will prove to be correct. Additionally, there are known and unknown risk factors which could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. All forward-looking information herein is qualified in its entirety by this cautionary statement, and the Company disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by applicable securities laws.*