

Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 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.

This report relates to common shares in the capital of Biome Grow Inc. (the **Company** or **Biome**).

Biome Grow Inc.
480 University Avenue, Suite 1401
Toronto, Ontario V6B 0M3

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The occurrence giving rise to this report is a three-cornered amalgamation transaction among the Company, Cultivator Catalyst Corp. and 1151856 B.C. Ltd. that closed on October 3, 2018.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Sasha Jacob (the **Acquiror**)
480 University Avenue, Suite 1401
Toronto, Ontario M5G 1V2

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On October 3, 2018, the Acquiror acquired beneficial ownership or control over an aggregate of 49,800,000 common shares in the capital of the Company (the **Shares**) representing approximately 46.4% of the total issued and outstanding share capital of the Company.

These securities were acquired as a result of a three-cornered amalgamation transaction (the **Transaction**) among the Company, Cultivator Catalyst Corp. (**CCC**) and 1151856 B.C. Ltd. (**Orca Sub**). Pursuant to the amalgamation agreement dated April 25, 2018 among the Company, CCC and Orca Sub (**Amalgamation Agreement**), the Company indirectly acquired all of the issued and outstanding securities of CCC in exchange for securities in the capital of the Company, constituting a “fundamental change” of the Company within the meaning of the policies of the Canadian Securities Exchange (the **Exchange**). In connection with the Transaction, the Company changed its name to “Biome Grow Inc.” and consolidated its common shares (**Common Shares**) on the basis of one post-consolidation Common Share for every 50 pre-consolidation Common Shares, together with a corresponding and equal consolidation of the Company's issued and outstanding common share purchase warrants. Pursuant to an Exchange bulletin issued on October 4, 2018, the Common Shares will resume trading on the Exchange under the new symbol “BIO” on October 9, 2018.

In connection with the Transaction, CCC common shareholders received five Common Shares for each common share of CCC held and the sole CCC special class C shareholder received one special class C share in the capital of the Company (the **Special Class C Shares**), resulting in an aggregate of 106,164,475 Common Shares and one Special Class C Share being issued to former CCC shareholders. In addition, all of the outstanding common share purchase warrants of

CCC were exchanged for common share purchase warrants of the Company on a five-for-one basis and on substantially similar economic terms and conditions as previously issued. Following the completion of the Transaction, CCC is now a wholly-owned subsidiary of the Company. The Company will conduct the principal business of CCC, as described in greater detail in the Listing Statement (a copy of which is available on SEDAR).

Effective on the closing of the Transaction, Brian Gusko resigned as Chief Executive Officer of the Company and was replaced by Khurram Malik and David Schwartz resigned as Secretary of the Company. Brian Gusko, Christine Mah and Nigel Alexander Horsley also resigned as directors of the Company and were replaced by Khurram Malik, George Smitherman, Brett James, J. Mark Lievonen and Steven Poirier. Abbey Abdiye remains the Company's Chief Financial Officer.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

The Acquiror acquired ownership or control over an aggregate of 49,800,000 common shares in the capital of the Company representing approximately 46.4% of the total issued and outstanding share capital of the Company.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

Please see item 3.1 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately prior to the closing of the Transaction, the Acquiror did not hold securities of the Company. Immediately following the closing of the Transaction, the Acquiror acquired ownership or control over an aggregate of 49,800,000 common shares in the capital of the Company representing approximately 46.4% of the total issued and outstanding share capital of the Company.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

Please see paragraph 3.1 above.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

Not applicable.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Not applicable.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

The securities were acquired upon the completion of the Transaction. The Transaction is described in item 2.2 above.

Item 5 – Purpose of the Transaction

5.1 State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

The Acquiror holds its securities in Biome for investment purposes and may, in the future increase or decrease its ownership of securities in Biome directly or indirectly from time to time depending upon the business and prospects of Biome and future market conditions.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

Not applicable.

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

Not applicable.

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

Not applicable.

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**

Not applicable.

- (f) a material change in the reporting issuer's business or corporate structure;**

Not applicable.

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

Not applicable.

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

Not applicable.

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

Not applicable.

- (j) a solicitation of proxies from securityholders;

Not applicable.

- (k) an action similar to any of those enumerated above.

Not applicable.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Pursuant to an escrow agreement dated October 3, 2018 among the Company, Computershare, as escrow agent, and the Acquiror, the securities will be held in escrow and released as follows:

On the date the Company's securities are listed on a Canadian exchange (the listing date)	1/4 of the Acquiror's securities
6 months after the listing date	1/3 of the Acquiror's remaining securities
12 months after the listing date	1/2 of the Acquiror's remaining securities
18 months after the listing date	The Acquiror's remaining securities

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

Not applicable.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: October 5, 2018

Per: “Sasha Jacob”

Sasha Jacob