

**Notice Declaring Intention to be Qualified under  
National Instrument 44-101 - *Short Form Prospectus Distributions***

**DATE:** May 8, 2019

**TO:** Ontario Securities Commission  
as Principal Regulator under National Policy 11-202

Biome Grow Inc. (the "Issuer") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

**BIOME GROW INC.**

Per: “Khurram Malik”

Name: Khurram Malik

Title: Chief Executive Officer