



**REPORT OF VOTING RESULTS
PURSUANT TO SECTION 11.3 OF NATIONAL INSTRUMENT 51-102**

In accordance with Section 11.3 of National Instrument 51-102 - *Continuous Disclosure Obligations*, this report briefly describes the matters voted upon and the outcome of the votes at the annual and special meeting of shareholders of Biome Grow Inc. (“**Biome**” or the “**Company**”) held on September 25, 2019 in Toronto, Ontario (the “**Meeting**”). Each of the matters is described in greater detail in the Notice of Annual and Special Meeting of Shareholders and Management Information Circular dated August 23, 2019 (“**Information Circular**”) available on SEDAR at www.sedar.com.

An aggregate of 52,492,460 Common Shares (being 47.47% of the shares eligible to be voted at the Meeting) were represented at the Meeting.

The vote on each matter was conducted by show of hands, except for the resolutions considering the advance notice by-law and amendments to the Special Class C Shares for which the votes were conducted by way of ballot. The outcome of the vote on each matter is set out below.

- 1. Election of Directors:** Each of the following nominees were elected as directors of the Company until the next annual meeting of shareholders of the Company. Proxies were received as follows:

Name of Nominee	Votes For		Votes Withheld	
	Number	Percent	Number	Percent
Brett James	51,862,413	99.40%	315,047	0.60%
J. Mark Lievonen	51,912,348	99.49%	265,112	0.51%
Khurram Malik	51,021,387	97.78%	1,156,073	2.22%
Steven Poirier	51,912,348	99.49%	265,112	0.51%
Michael Wiener	52,138,848	99.93%	38,612	0.07%

- 2. Re-appointment of Auditors:** The appointment of Manning Elliot LLP, Chartered Accountants, as independent auditors of the Company at such remuneration as may be fixed by the board of directors of the Company was approved by resolution passed by a show of hands. Proxies were received as follows:

Name of Nominee	Re-appointment of Auditors	
	Number	Percent
VOTES FOR	51,950,640	99.57%
VOTES WITHHELD / ABSTAINED	226,820	0.43%

3. **Advance Notice By-Law:** A new by-law of the Company adopting advance notice requirements for nominations of directors by shareholders was approved by ballot as follows:

Name of Nominee	Advance Notice By-Law	
	Number	Percent
VOTES FOR	52,269,483	99.58%
VOTES AGAINST	222,977	0.42%

4. **Special Class C Shares:** The amendment to the rights, privileges, restrictions and conditions attaching to the Special Class C Shares in the capital of the Company was approved by ballot as follows:

Name of Nominee	Special Class C Shares	
	Number	Percent
VOTES FOR	52,453,352	99.93%
VOTES AGAINST	39,108	0.07%