

Form 62-103F3

**REQUIRED DISCLOSURE BY AN ELIGIBLE INSTITUTIONAL INVESTOR UNDER
PART 4**

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable

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 CO2 GRO Inc. (the “Issuer”), whose address is 40 King Street West, Suite 5800, Toronto, Ontario, M5H 3S1.

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.

TSX Venture Exchange

ITEM 2 – IDENTITY OF THE ELIGIBLE INSTITUTIONAL INVESTOR

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

AlphaNorth Asset Management (the “Offeror”)
333 Bay Street, Suite 630
Toronto, ON M5H 2R2

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.

The requirement to file this report was triggered on February 28, 2019 as a result of a net increase of 796,600 common shares and a net decrease of 200,000 common share purchase warrants in the capital of the Issuer which the Offeror and any joint actor have beneficial ownership of or exercise control or direction over.

2.3 State the name of any joint actors.

AlphaNorth Partners Fund Inc.

2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

The Offeror is eligible to file reports under Part 4 in respect of the Issuer.

ITEM 3 – INTEREST IN SECURITIES OF THE REPORTING ISSUER

3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor’s securityholding percentage in the class

of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.

Since the Offeror's last report in respect of the Issuer dated January 9, 2018 under Part 4 of NI 62-103, there has been a net increase of 796,600 common shares and a net decrease of 200,000 common share purchase warrants of the Issuer which the Offeror and any joint actor have beneficial ownership of or exercise control or direction over, representing a net decrease of approximately 6.42% of the issued and outstanding common shares of the Issuer, assuming the exercise of all common share purchase warrants of the Issuer over which the Offeror and any joint actor have beneficial ownership of or exercise control or direction over.

3.2 State the designation and number or principal amount of securities and the eligible institutional investor's securityholding percentage in the class of securities at the end of the month for which the report is made.

The Offeror and any joint actor have beneficial ownership of or exercise control or direction over 5,604,860 common shares and 4,050,000 common share purchase warrants of the Issuer, representing approximately 14.27% of the issued and outstanding common shares of the Issuer, assuming the exercise of all common share purchase warrants over which the Offeror and any joint actor have beneficial ownership of or exercise control or direction over.

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 percentage of outstanding securities of the class of securities to which this report relates and over which

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

5,604,860 common shares and 4,050,000 common share purchase warrants of the Issuer, representing approximately 14.27% of the issued and outstanding common shares of the Issuer, assuming the exercise of all common share purchase warrants over which the Offeror and any joint actor have beneficial ownership of or exercise control or direction over.

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

None

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

None

3.5 If the eligible institutional investor 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 eligible institutional investor's securityholdings.

Not applicable

- 3.6 If the eligible institutional investor 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.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable

- 3.7 If the eligible institutional investor 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 eligible institutional investor'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 – PURPOSE OF THE TRANSACTION

State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the eligible institutional investor 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 issuer;**
- (b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (c) 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;**
- (d) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (e) a material change in the reporting issuer's business or corporate structure;**
- (f) 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;**

- (g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (i) a solicitation of proxies from securityholders;
- (j) an action similar to any of those enumerated above.

The securities described herein are being held for investment purposes. Depending on market and other conditions, the Offeror and any joint actor may from time to time in the future increase or decrease its ownership of or control or direction over, or exercise its current right to acquire, common shares or other securities of the Issuer, through market transactions, private agreements or otherwise.

Except as described herein, as of the date of this report, the Offeror and any joint actor have no plans or future intentions which relate to or would result in any of the items enumerated in (a) through (j) above.

ITEM 5 – 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 eligible institutional investor 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, puts or calls, 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.

The Offeror has entered into investment management agreements with entities which beneficially own the securities of the Issuer, pursuant to which the Offeror has been appointed to manage the investment portfolio of such entities, including making investment decisions regarding the acquisition, holding, disposition and voting of the securities of the Issuer.

ITEM 6 – CHANGE IN MATERIAL FACT

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

Not applicable

ITEM 7 – CERTIFICATION

The eligible institutional investor must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the eligible institutional investor is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

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

Dated this 11th day of March, 2019.

ALPHANORTH ASSET MANAGEMENT

By: "Steven Palmer"
Name: Steven Palmer
Title: President and CEO