



## CO2 GRO Announces Shares for Debt Transaction

**TORONTO, ON – March 20, 2019 – CO2 GRO Inc.** (“GROW” or the “Company”) (TSX-V: GROW) is pleased to announce that it has entered into an agreement with a member of management to settle certain indebtedness (the “**Shares-for-Debt Transaction**”) of the Company with the issuance of common shares (each a “**Share**”) of the Company in order to preserve its cash for use on planned CO2 grow trials, commercial installations and for working capital. The issuance requires the approval of the TSX Venture Exchange.

Pursuant to the Shares-for-Debt Transaction, 475,698 Shares will be issued to Aaron Archibald, Vice-President - Operations (the “**Archibald**”). The Shares are to be issued at a deemed price of \$0.265 per Share to settle debt in the amount of \$125,000 related to past-due royalty obligations due by the Company but assumed by Archibald.

As a result of the Shares-for-Debt Transaction, Aaron Archibald, directly and through his holding company, holds 4,805,431 Shares or 7.2% of the issued and outstanding Shares.

As Archibald is an officer of GROW, the Shares for Debt Transaction constitutes a “related party transaction” within the meaning of TSX-V Policy 5.9 which incorporates Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Shares for Debt Transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as none of the securities of the Company are listed on a prescribed stock exchange.

All securities issued in connection with the Shares-for-Debt Transaction will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities law legislation.

### **About CO2 GRO Inc.**

GROW's mission is to accelerate all indoor and outdoor value plant growth naturally, safely, and economically using its patented advanced CO2 foliar technologies. GROW's global target plant markets are retail food at \$8 trillion per year (Plunkett Mar 2017), retail non-food plants at an estimated \$1 trillion per year and legal retail cannabis that may reach \$50 billion per year by 2022 (Bay St Analyst estimates).

GROW's CO2 technologies are commercially proven, scalable and easily adopted into existing irrigation systems. GROW's proven crop yield enhancements and revenue model are compelling for growers and Agri-industrial partners.

GROW's sole focus is working with its plant grower and Agri-industrial partners in proving and adopting its CO2 technologies for specific growers' plant yield needs.

The CO2 technologies work by transferring CO2 gas into water and foliar spraying across the entire plant leaf surface area, which is a semi permeable membrane. The dissolved concentrated CO2 then penetrates a leaf's surface area naturally like nicotine naturally dissolves through human skin from a nicotine patch.

Foliar spraying natural nutrients and chemicals on plant leaves has been used for over 60 years by millions of indoor and outdoor plant growers. To date, outdoor growers have not had any way to enhance plant CO2 gas uptake for faster growth.

Indoor use of CO2 gassing has enhanced plant yields for over 60 years. However, over 50% of the CO2 gas is typically lost through ventilation. Current greenhouse CO2 gassing levels of up to 1500 PPM are also not ideal for worker health and safety. GROW's safer dissolved CO2 foliar spray can be used by indoor and outdoor plant growers with minimal CO2 gas lost.

***Forward-Looking Statements*** *This news release may contain forward-looking statements that are based on CO2GRO's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Therefore, actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements. Statements speak only as of the date on which they are made, and the Company undertakes no obligation to update them publicly to reflect new information or the occurrence of future events or circumstances, unless otherwise required to do so by law.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

**For more information, please visit [www.co2gro.ca](http://www.co2gro.ca) or contact Sam Kanés, VP Business Development at 416-315-7477.**