

CO2 GRO Inc. Announces the Issuance of Shares for Debt

TORONTO, ON – May 1, 2018 – CO2 GRO Inc. (“**CO2GRO**” or “**GROW**”) (TSX-V: GROW) announces that in accordance with GROW’s agreement to issue shares for services (pursuant to its news release dated January 22, 2018) for the ongoing services of Stephen Gledhill as Chief Financial Officer of CO2GRO, 13,699 common shares of GROW have been issued to Keshill Consulting Associates Inc. (a company wholly-owned by Mr. Gledhill), at a deemed price of \$0.146 each, in settlement of April 2018 management fees totaling \$2,000 (the “**Issuance**”).

The Issuance constitutes a “related-party transaction” within the meaning of TSXV Policy 5.9, which incorporates Multilateral Instrument 61-101 (“**MI 61-101**”) and GROW intends to rely on certain exemptions contained in sections 5.5(b) and 5.7(a) of MI 61-101. The Shares will be issued with a 4-month-plus-1-day hold period.

The Issuance will not result in a new Control Person and subsequent to the Issuance, CO2GRO will have 41,330,304 common shares outstanding.

About CO2GRO (TSXV:GROW)

GROW's mission is to accelerate all value plant growth naturally, safely, and economically using its patented advanced CO2 technologies.

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 for use across the entire plant leaf surface area, which is a semi permeable membrane. The dissolved concentrated CO2 then penetrates leaf's surface area naturally like concentrated nicotine dissolves through human skin into the bloodstream 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.

The indoor method of CO2 gassing to enhance plant yields has also been used for over 60 years. However, over 50% of the CO2 gas is typically lost and becomes a greenhouse gas. Current greenhouse CO2 gassing levels used are not ideal for worker health and safety.

GROW's safer CO2 technologies can be used by both greenhouse and outdoor plant growers with minimal CO2 gas lost when CO2 is applied by foliar spray.

Target markets for CO2 foliar spray are the global retail food market at \$8 trillion per year (Plunkett Mar 28 2017), the global retail non-food plant market at an estimated \$1 trillion per year of which \$770 billion/y is tobacco (British American Tobacco website)

and the high value legal retail cannabis market that may be \$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 economic revenue model is compelling to both grower and agri-industrial partners based on our preliminary CO2 foliar spray growth trial results, and previous successful lettuce and algae growth trials.

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 CO2GRO 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 or contact Sam Kanés, VP Business Development at 416-315-7477.