



CO2 GRO Inc. Announces Issuance of Shares for Management Services

TORONTO, ON – January 4, 2019 – CO2 GRO Inc. (“**CO2GRO**” or “**GROW**”) (TSX-V: GROW) announces that it has issued 10,695 common shares at a deemed value of \$2,000 (the “**Issuance**”) to Keshill Consulting Associates Inc. (“**Keshill**”) a company wholly-owned by Mr. Stephen Gledhill to fulfill the December 2018 stock compensation portion of the management services agreement between GROW and Keshill for the ongoing services of Mr. Gledhill as Chief Financial Officer of the Company (see news release dated January 18, 2018).

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 63,598,357 common shares outstanding.

About CO2GRO (GROW.TSXV) or “GROW”

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