

Concerned Shareholder Nominees Announce Overwhelming Support for Change, Management Refuses to Cooperate on Meeting Protocol

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VANCOUVER, Sept. 21, 2018 - Concerned shareholders, Kulwant Malhi and BullRun Capital Inc. (the "Concerned Shareholders") of [GrowMax Resources Corp.](#) (the "Corporation" or "GrowMax") (GRO:TSX.V) are pleased to announce overwhelming support for change at the upcoming special and annual meeting (the "Meeting") of GrowMax shareholders ("Shareholders") scheduled for 10:00 a.m. (Calgary Time) on September 25, 2018.

As of the cut-off today, the Concerned Shareholders are pleased to announce that they have deposited all YELLOW proxies received with the Corporation and that the number of Shareholders who delivered proxies in support of the Concerned Shareholders is greater than the "over 32%" purported number disclosed in GrowMax's information circular as supporting the incumbent board. The Concerned Shareholders thank Shareholders for their support.

Management Refuses to Cooperate on Meeting Protocol and Desperate Tactics

The Concerned Shareholders requested, well in advance of the Meeting, that in the interests of fairness and transparency to all Shareholders, current GrowMax management ("Management") agree to a number of protocols and procedures for the Meeting, including:

- the opportunity to inspect proxies before the Meeting;
- a request for an agenda for the Meeting outlining the proposed activities with respect to ballots and voting procedures, as a copy of the ballots to be used at the Meeting;
- the opportunity to be informed of any proposed determinations by the chair of the meeting (the "Chairman") with respect to the acceptability or non-acceptability of any proxies for voting at the Meeting; and
- most importantly Management's cooperation in appointing a mutually acceptable independent Chairman to preside over the Meeting.

In a letter to the Concerned Shareholders legal counsel dated September 18, 2018, GrowMax's legal counsel refused to acknowledge and ignored almost all of the Concerned Shareholders' requests for cooperation.

Even more concerning is the fact that Management and their proxy advisory firm, are continuing to solicit proxies, without public announcement of an extension of the proxy voting deadline. The Concerned Shareholders observe that with the proxy cut-off date, any voting after the deadline could lead to the proxy not being counted unless Management, in its discretion decides to waive the cut-off.

Management's unscrupulous attempt to solicit votes without announcing any extension to the voting deadline is consistent with their clear distaste for good corporate governance. Management's track record of poor governance includes, but is not limited to:

- awarding excessive salaries to directors and officers for poor performance;
- failing to disclose the PrimaSea transaction in accordance with Canadian securities law;
- proposing to enter into a transaction that would see directors and officers holding nearly 60% of the Corporation's shares; and
- attempting to adopt an advance notice by-law that gives the Corporation the sole discretion to dismiss any potential shareholder nominees.

Management's latest attempt to further entrench themselves and the current board of directors should come as no surprise to the Shareholders.

Revoke the Blue Proxy, Vote the Yellow Proxy

The Concerned Shareholders encourage all Shareholders who voted a blue proxy to **REVOKE THEIR BLUE PROXY** by 11:59 a.m. (Calgary Time) on September 25, 2018. Although the proxy voting deadline has passed, you can still withdraw your proxy for Management by revoking your earlier submitted blue proxy.

More information is available at www.laurelhill.ca/abetter-growmax. By **REVOKING YOUR BLUE PROXY** you will be **WITHDRAWING** your support for:

- a highly-dilutive transaction that will result in the handover of nearly 60% of your company to GrowMax directors and officers;
- the re-election of a board that has destroyed shareholder value in favour of their own self-interest;
- the adoption of a new equity incentive plan that will further increase the shareholdings of directors and officers and dilute your interest in the Corporation;
- the adoption of an advance notice by-law that gives the board of directors the sole discretion to dismiss your shareholder nominees; and

REVOKE YOUR BLUE PROXY and support the new Concerned Shareholder nominees who will rejuvenate the GrowMax directors and take the Corporation in a new direction that will eliminate wasteful spending and maximize shareholder value.

Shareholders who have not voted as of yet and want to support the Concerned Shareholders, can still vote using the Yellow proxy which may be accepted in the event that management waives the cut-off.

SOURCE BullRun Capital Inc.

Contact

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