

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)

Name of Listed Issuer: Grown Rogue International Inc. (the "Issuer").

Trading Symbol: CSE: GRIN

Issued and Outstanding Securities of the Issuer Prior to Transaction: 208,250,743

Date of News Release Fully Disclosing the Transaction: April 25, 2024

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

On April 25, 2024, the Issuer increased its ownership in Golden Harvests, LLC ("Golden Harvests"), the entity that controls the Issuer's Michigan operations, from 52.2% to 80% in two separate transactions (collectively the "Acquisition"). Golden Harvests operates out of an 80,000 sq ft facility in Michigan that contains approximately 15,000 square feet of flowering bench space. The Acquisition was completed in exchange for total consideration of USD \$2,780,000, comprised of USD \$156,000 in cash at closing, USD \$2,000,000 in deferred cash payments, and USD \$624,000 through 4-year sellers' notes.

Under the first transaction comprising the Acquisition, the Issuer purchased the remaining minority interest in Canopy Management, LLC ("Canopy"), which holds a 60% interest in Golden Harvests, for USD \$780,000 (the "Canopy Acquisition"). Prior to the Canopy Acquisition, the Issuer held an indirect 87% interest in Canopy. Following the completion of the Canopy Acquisition, the Issuer indirectly holds all of the outstanding securities of Canopy, and, indirectly through Canopy, a 60% interest in Golden Harvests. The USD \$780,000 payment to the minority investors consisted of a 20% cash down payment and a seller's note covering the remaining 80%, which requires monthly payments over a period of four years at an interest rate of 5.2% per annum.

Under the second transaction, the Issuer purchased an additional 20% of the minority interest in Golden Harvests (the "Golden Harvests Acquisition") for

USD\$2,000,000 in deferred cash payments, which includes minimum quarterly payments in cash for a period of 4 years, and a potential earnout based on the performance of Golden Harvests. As a result of the Golden Harvests Acquisition, the Company now owns indirectly 80% of Golden Harvests.

The Acquisition provides for a valuation of Golden Harvests at USD \$10,000,000. All payments owing to the sellers are expected to be completed with cash on hand and cash generated from operations. The Company retains the option to acquire the remaining 20% of Golden Harvests at a fair market valuation.

-
2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: USD \$2,780,000
 - (b) Cash: USD \$2,780,000, of which USD \$156,000 was paid in cash at closing, USD \$2,000,000 of which is deferred cash payments, and USD \$620,000 was paid in seller's notes, as described in greater detail under Section 1 above.
 - (c) Other: N/A
 - (d) Work commitments: N/A
 3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Arm's length negotiation.
 4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A
 5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Customary due diligence.

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.): N/A

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____

(b) Cash _____

(c) Other _____

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

N/A

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated April 25, 2024.

J. Obie Strickler
Name of Director or Senior
Officer

(signed) "J. Obie Strickler"
Signature

President and Chief Executive
Officer
Official Capacity