

August 20, 2019

VIA EMAIL

To: Eligible Share Purchase Warrant Holders

Dear Sirs/Mesdames:

Re: **Crop Infrastructure Corp. (the “Company”)**
Warrant Exercise Incentive Offer

Further to the news releases of the Company dated August 20, 2019, the Company hereby makes an offer (the “**Warrant Offer**”) to the eligible holders of outstanding common share purchase warrants (collectively, the “**Warrants**”), to encourage the early exercise of the Warrants, with exercise prices and expiry dates as follows:

Number of Warrants	Exercise Price	Grant Date	Expiry Date
3,709,463	\$0.55	May 1, 2018	November 2, 2019
3,386,250	\$0.75	June 26, 2018	June 20, 2020
4,541,667	\$0.50	August 2, 2018	August 2, 2020
300,000	\$0.50	September 7, 2018	September 7, 2020
840,000	\$0.75	September 28, 2018	September 28, 2020
5,266,675	\$0.50	November 2, 2018	November 2, 2020
2,945,000	\$0.50	November 26, 2018	May 26, 2019
10,287,481	\$0.50	February 5, 2019	February 5, 2021

The Warrant Offer will be open for a 16-day period (the “**Early Exercise Period**”) beginning on August 21, 2019 and ending on September 6, 2019.

Pursuant to the Warrant Offer, the Company hereby offers an inducement to each eligible holder of the Warrants (each, a “**Warrant Holder**”) that exercises the Warrants during the Early Exercise Period that consists of:

- a reduced exercise price of \$0.13 per Share (the “**Reduced Exercise Price**”); and
- an additional common share purchase warrant (each, an “**Incentive Warrant**”) for each Warrant exercised, with each Incentive Warrant entitling the Warrant Holder to purchase one additional Share of the Company until 5:00 p.m. (Vancouver time) on such date as is two years from the date of issuance of the Incentive Warrant at a price of \$0.35 per common share.

All other terms of the Warrants will remain the same.

Only holders of Warrants who are “accredited investors” under applicable Canadian securities laws or who provide satisfactory evidence that they meet the requirements of an alternative exemption from the prospectus requirements of applicable Canadian securities laws may participate in the Warrant Offer. U.S. holders of the Warrants are not eligible to participate in the Warrant Offer.

If Warrants are not exercised prior to the end of the Early Exercise Period or if a Warrant Holder does not qualify to receive Incentive Warrants, the Warrants will remain outstanding and continue to be exercisable on the same terms applicable to such Warrants as they existed prior to the Warrant Offer.

*****Please note that the Company may only accept payment for and duly executed Warrant Offer subscription forms pursuant to the Warrant Offer during the Early Exercise Period from August 21, 2019 to September 6, 2019.*****

In order to exercise your Warrants at the Reduced Exercise Price, you must deliver the following documents to the Company during the Early Exercise Period:

- **a completed and executed subscription form attached as Appendix A hereto (the “Subscription Form”) for the number of common shares of the Company which you wish to subscribe;**
- **a completed and executed Canadian Investor Questionnaire attached as Appendix B hereto;**
- **the Exercise Price, payable in Canadian funds, for the number of common shares of the Company subscribed for, either by bank draft, certified cheque or money order, payable to the Company, or by wire transfer to the Company pursuant to wiring instructions to be provided by the Company upon request.**
- **These documents must be delivered to the Company during the Early Exercise Period at the following address or email address:**

**Crop Infrastructure Corp.
600 – 535 Howe Street
Vancouver, B.C. V6C 2Z7
Attention: Christine Mah**

Email: christine@cropcorp.com

In addition, you must deliver your original warrant certificate to the Company at the address above prior to the issuance by the Company of the common shares upon exercise of the Warrants and Incentive Warrants.

Should you have any questions in connection with the foregoing, please feel free to contact Christine Mah at (604) 484-4206.

Yours Truly,

CROP INFRASTRUCTURE CORP.

Per: *"MICHAEL YORKE"*
Chief Executive Officer and Director

APPENDIX A

Warrant Offer Subscription Form

TO: **Crop Infrastructure Corp.**
600 – 535 Howe Street
Vancouver, B.C. V6C 2Z7

The undersigned Holder of warrant certificate number _____, as amended by an offer letter sent by the Company on August 14, 2019 (the “**Warrant Certificate**”) hereby subscribes for _____ common shares (the “**Shares**”) of **Crop Infrastructure Corp.** (the “**Company**”) pursuant to the Warrant Certificate at the exercise price of \$0.13 per share on the Terms and Conditions of the Warrant Certificate.

This subscription is accompanied by a certified cheque, bank draft, or money order payable to or to the order of the Company or by wire transfer to the Company pursuant to the wiring instructions provided by the Company for the whole amount of the purchase price of the Shares.

The undersigned Holder represents that, as at the date hereof, all of the representations and warranties contained in the subscription agreement or other agreements between the Company and the undersigned Holder pursuant to which the warrants represented by the Warrant Certificate were issued are true and accurate. The undersigned Holder agrees to provide the Company with such other representations and warranties as may be reasonably requested by the Company in order to comply with applicable securities laws.

All capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Warrant Certificate.

The undersigned hereby directs that the Shares hereby subscribed for be issued and delivered as follows:

<u>NAME(S) IN FULL</u>	<u>ADDRESS(ES)</u>	<u>NUMBER OF SHARES</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
TOTAL:		_____

(Please print full name in which share certificates are to be issued, stating whether Mr., Mrs. or Miss is applicable).

DATED this ____ day of _____, 2019.

In the presence of:

Signature of Witness

Signature of Warrant Holder

Please print below your name and address in full.

Name (Mr./Mrs./Miss)

Address

LEGENDS

The certificates representing the Shares acquired on the exercise of the Warrants will bear the following legends, if and as applicable:

UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITY BEFORE [INSERT THE DATE THAT IS 4 MONTHS AND A DAY AFTER THE DATE OF DISTRIBUTION].

INSTRUCTIONS FOR SUBSCRIPTION FORM

The signature to the Subscription Form must correspond in every particular with the name written upon the face of the Warrant Certificate without alteration or enlargement or any change whatever. If there is more than one subscriber, all must sign.

In the case of persons signing by agent or attorney or by personal representative(s), the authority of such agent, attorney or representative(s) to sign must be proven to the satisfaction of the Company.

If the Warrant Certificate and the Subscription Form are being forwarded by mail, registered mail must be employed.

APPENDIX B

CANADIAN INVESTOR QUESTIONNAIRE

TO: **CROP INFRASTRUCTURE CORP.** (the “**Issuer**”)

RE: Purchase of warrants (the “**Warrants**”) of the Issuer

All dollar amounts referred to in this Canadian Investor Questionnaire (this “**Questionnaire**”) are in lawful money of Canada, unless otherwise indicated.

In connection with the purchase by the undersigned (the “**Subscriber**”) of the Warrants, the Subscriber hereby represents, warrants and certifies to the Issuer that the Subscriber:

- (i) is purchasing the Warrants as principal (or deemed principal under the terms of National Instrument 45-106 – *Prospectus Exemptions* adopted by the Canadian Securities Administrators (“**NI 45-106**”));
- (ii) (A) is resident in or is subject to the laws of one of the following (check one):
 - Alberta
 - New Brunswick
 - Prince Edward Island
 - British Columbia
 - Nova Scotia
 - Quebec
 - Manitoba
 - Ontario
 - Saskatchewan
 - Newfoundland and Labrador
 - Yukon
 - Northwest Territories
 - Nunavut
- or
- (B) is resident in a country other than Canada or the United States; and
- (iii) has not been provided with any offering memorandum in connection with the purchase of the Warrants.

In connection with the purchase of the Warrants, the Subscriber hereby represents, warrants, covenants and certifies that the Subscriber meets one or more of the following criteria:

I. SUBSCRIBERS PURCHASING UNDER THE “ACCREDITED INVESTOR” EXEMPTION

- (a) the Subscriber is not a trust company or trust company registered under the laws of Prince Edward Island that is not registered or authorized under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in another jurisdiction of Canada,
- (b) _____ the Subscriber is an “accredited investor” within the meaning of NI 45-106, by virtue of satisfying the one of the indicated criteria below **(YOU MUST INITIAL OR PLACE A CHECK-MARK ON THE APPROPRIATE LINE(S) AND, IF APPLICABLE, ALSO COMPLETE AND SIGN SCHEDULE “A” TO THIS QUESTIONNAIRE)** (see *certain guidance with respect to accredited investors that starts on page 10 below*)
- (i) an individual who, either alone or with a spouse, beneficially owns financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$1,000,000,
 - (ii) an individual who beneficially owns financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5,000,000,
 - (iii) an individual whose net income before taxes exceeded \$200,000 in each of the 2 most recent calendar years or whose net income before taxes combined with that of a spouse exceeded \$300,000 in each of the 2 most recent calendar years and who, in either case, reasonably expects to exceed that net income level in the current calendar year,
 - (iv) an individual who, either alone or with a spouse, has net assets of at least \$5,000,000,
 - (v) a person, other than an individual or investment fund, that has net assets of at least \$5,000,000 as shown on its most recently prepared financial statements **and that has not been created or used solely to purchase or hold securities as an accredited investor as defined in this paragraph (v),**
 - (vi) a person in respect of which all of the owners of interests, direct, indirect or beneficial, except the voting securities required by law to be owned by directors, are persons that are accredited investors, and
 - (v) a trust established by an accredited investor for the benefit of the accredited investor’s family members of which a majority of the trustees are accredited investors and all of the beneficiaries are the accredited investor’s spouse, a former spouse of the accredited investor or a parent, grandparent, brother, sister, child or grandchild of that accredited investor, of that accredited investor’s spouse or of that accredited investor’s former spouse;
- (c) if the Subscriber is an “accredited investor” within the meaning of NI 45-106 by virtue of satisfying the indicated criterion as set out in paragraphs (i), (iii) or (iv) above, the Subscriber has provided the Issuer with the signed risk acknowledgment form set out in Schedule “A” to this Questionnaire;

II. SUBSCRIBERS PURCHASING UNDER THE “FAMILY, FRIENDS AND BUSINESS ASSOCIATES” EXEMPTION

(a) the Subscriber is (please initial or place a check-mark on the appropriate line below and provide the requested information, as applicable):

- (i) a director, executive officer or control person of the Issuer, or of an affiliate of the Issuer,
- (ii) a spouse, parent, grandparent, brother, sister, child or grandchild of _____ (*print name of person*), who is a director, executive officer or control person of the Issuer or of an affiliate of the Issuer,
- (iii) a parent, grandparent, brother, sister, child or grandchild of the spouse of _____ (*print name of person*), who is a director, executive officer or control person of the Issuer or of an affiliate of the Issuer,
- (iv) _____ a close personal friend (*see guidance on making this determination that starts on page 12 below*) of _____ (*print name of person*), who is a director, executive officer, founder or control person of the Issuer, or of an affiliate of the Issuer, and has been for _____ years based on the following factors:

_____ (*explain the nature of the close personal friendship*),
- (v) a close business associate (*see guidance on making this determination that starts on page 12 below*) of _____ (*print name of person*), who is a director, executive officer, founder or control person of the Issuer, or of an affiliate of the Issuer, and has been for _____ years based on the following factors:

_____ (*explain the nature of the close business association*),
- (vi) a founder of the Issuer or a spouse, parent, grandparent, brother, sister, child, grandchild, close personal friend or close business associate (*see guidance on making these determinations that starts on page 12 below*) of _____ (*print name of person*), who is a founder of the

Issuer, and, if a close personal friend or close business associate of such person, has been for _____ years based on the following factors:

_____(explain the nature of the close personal friendship or business association),

- (vii) a parent, grandparent, brother, sister, child or grandchild of the spouse of _____ (print name of person), who is a founder of the Issuer,
 - (viii) a company of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons or companies described in subsections II(a)(i) to II(a)(vii) above, or
 - (ix) a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons or companies described in subsections II(a)(i) to II(a)(viii) above;
- (b) if the Subscriber is resident in the Province of Ontario or is subject to the securities laws of the Province of Ontario, the Subscriber has provided the Issuer with a signed risk acknowledgement form (to be provided by the Issuer on request);
- (c) if the Subscriber is resident in the Province of Saskatchewan or is subject to the securities laws of the Province of Saskatchewan, and the Subscriber is relying on the indicated criterion as set out in subsections II(a)(iv), II(a)(v) or II(a)(viii) or II(a)(ix) if the distribution is based in whole or in part on a close personal friendship or a close business association, the Subscriber has provided the Issuer with a signed risk acknowledgement form (to be provided by the Issuer on request).

For the purposes of the Canadian Investor Questionnaire and Schedule "A" attached to the Canadian Investor Questionnaire:

- (a) an issuer is "**affiliated**" with another issuer if
 - (i) one of them is the subsidiary of the other, or
 - (ii) each of them is controlled by the same person;
- (b) "**control person**" means
 - (i) a person who holds a sufficient number of the voting rights attached to all outstanding voting securities of an issuer to affect materially the control of the issuer, or
 - (ii) each person in a combination of persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding, which holds in total a sufficient number of the voting rights attached to all outstanding voting securities of an issuer to affect materially the control of the issuer,

and, if a person or combination of persons holds more than 20% of the voting rights attached to all outstanding voting securities of an issuer, the person or combination of

persons is deemed, in the absence of evidence to the contrary, to hold a sufficient number of the voting rights to affect materially the control of the issuer;

- (c) **“director”** means
 - (i) a member of the board of directors of a company or an individual who performs similar functions for a company, and
 - (ii) with respect to a person that is not a company, an individual who performs functions similar to those of a director of a company;
- (d) **“eligibility adviser”** means
 - (i) a person that is registered as an investment dealer and authorized to give advice with respect to the type of security being distributed; and
 - (ii) in Saskatchewan or Manitoba, also means a lawyer who is a practicing member in good standing with a law society of a jurisdiction of Canada or a public accountant who is a member in good standing of an institute or association of chartered accountants, certified general accountants or certified management accountants in a jurisdiction of Canada provided that the lawyer or public accountant must not:
 - (A) have a professional, business or personal relationship with the issuer, or any of its directors, executive officers, founders or control persons, and
 - (B) have acted for or been retained personally or otherwise as an employee, executive officer, director, associate or partner of a person that has acted for or been retained by the issuer or any of its directors, executive officers, founders or control persons within the previous 12 months;
- (e) **“executive officer”** means, for an issuer, an individual who is
 - (i) a chair, vice-chair or president,
 - (ii) a vice-president in charge of a principal business unit, division or function including sales, finance or production, or
 - (iii) performing a policy-making function in respect of the issuer;
- (f) **“financial assets”** means
 - (i) cash,
 - (ii) securities, or
 - (iii) a contract of insurance, a deposit or an evidence of a deposit that is not a security for the purposes of securities legislation;
- (g) **“foreign jurisdiction”** means a country other than Canada or a political subdivision of a country other than Canada;
- (h) **“founder”** means, in respect of an issuer, a person who,
 - (i) acting alone, in conjunction, or in concert with one or more persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the issuer, and

- (ii) at the time of the distribution or trade is actively involved in the business of the issuer;
- (i) **“fully managed account”** means an account of a client for which a person makes the investment decisions if that person has full discretion to trade in securities for the account without requiring the client’s express consent to a transaction;
- (j) **“individual”** means a natural person, but does not include
 - (i) a partnership, unincorporated association, unincorporated syndicate, unincorporated organization or trust, or
 - (ii) a natural person in the person's capacity as a trustee, executor, administrator or personal or other legal representative;
- (k) **“investment fund”** means a mutual fund or a non-redeemable investment fund, and, for great certainty in British Columbia, includes an employee venture capital corporation and a venture capital corporation as such terms are defined in National Instrument 81-106 *Investment Fund Continuous Disclosure*;
- (l) **“jurisdiction”** or **“jurisdiction of Canada”** means a province or territory of Canada except when used in the term foreign jurisdiction;
- (m) **“non-redeemable investment fund”** means an issuer:
 - (i) whose primary purpose is to invest money provided by its securityholders;
 - (ii) that does not invest
 - (A) for the purpose of exercising or seeking to exercise control of an issuer, other than an issuer that is a mutual fund or a non-redeemable investment fund, or
 - (B) for the purpose of being actively involved in the management of any issuer in which it invests, other than an issuer that is a mutual fund or a non-redeemable investment fund, and
 - (iii) that is not a mutual fund;
- (n) **“person”** includes
 - (i) an individual;
 - (ii) a corporation;
 - (iii) a partnership, trust, fund and an association, syndicate, organization or other organized group of persons, whether incorporated or not; and
 - (iv) an individual or other person in that person’s capacity as a trustee, executor, administrator or personal or other legal representative;
- (o) **“related liabilities”** means
 - (i) liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets, or
 - (ii) liabilities that are secured by financial assets; and
- (p) **“spouse”** means, an individual who,

- (i) is married to another individual and is not living separate and apart within the meaning of the *Divorce Act* (Canada), from the other individual,
- (ii) is living with another individual in a marriage-like relationship, including a marriage-like relationship between individuals of the same gender, or
- (iii) in Alberta, is an individual referred to in paragraph (i) or (ii), or is an adult interdependent partner within the meaning of the *Adult Interdependent Relationships Act* (Alberta).

Guidance On Accredited Investor Exemptions for Individuals

An individual accredited investor is an individual:

- (a) who, either alone or with a spouse, beneficially owns financial assets (please see the guidance below regarding what financial assets are) having an aggregate realizable value that, before taxes but net of any related liabilities (please see the guidance below regarding what related liabilities are), exceeds \$1,000,000;
- (b) whose net income before taxes exceeded \$200,000 in each of the 2 most recent calendar years or whose net income before taxes combined with that of a spouse exceeded \$300,000 in each of the 2 most recent calendar years and who, in either case, reasonably expects to exceed that net income level in the current calendar year;
- (c) who, either alone or with a spouse, has net assets (please see the guidance below regarding calculating net assets) of at least \$5,000,000; and
- (d) who beneficially owns financial assets (please see the guidance below regarding what financial assets are) having an aggregate realizable value that, before taxes but net of any related liabilities (please see the guidance below regarding what related liabilities are), exceeds \$5,000,000.

The monetary thresholds above are intended to create bright-line standards. Subscribers who do not satisfy these monetary thresholds **do not** qualify as accredited investors.

Spouses

Sections (a), (b) and (c) above are designed to treat spouses as a single investing unit, so that either spouse qualifies as an accredited investor if the combined financial assets of both spouses exceed \$1,000,000, the combined net income of both spouses exceeds \$300,000, or the combined net assets of both spouses exceed \$5,000,000. Section (d) above does not treat spouses as a single investing unit.

If the combined net income of both spouses does not exceed \$300,000, but the net income of one of the spouses exceeds \$200,000, only the spouse whose net income exceeds \$200,000 qualifies as an accredited investor.

Financial Assets and Related Liabilities

For the purposes of Sections (a) and (d) above, “**financial assets**” means: (1) cash, (2) securities, or (3) a contract of insurance, a deposit or an evidence of a deposit that is not a security for the purposes of

securities legislation. These financial assets are generally liquid or relatively easy to liquidate. The value of a subscriber's personal residence is not included in a calculation of financial assets.

The calculation of financial assets must exclude "**related liabilities**", meaning: (1) liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets, or (2) liabilities that are secured by financial assets.

As a general matter, it should not be difficult to determine whether financial assets are beneficially owned by an individual, an individual's spouse, or both, in any particular instance. However, in the case where financial assets are held in a trust or in another type of investment vehicle for the benefit of an individual, there may be questions as to whether the individual beneficially owns the financial assets. The following factors are indicative of beneficial ownership of financial assets:

- physical or constructive possession of evidence of ownership of the financial asset;
- entitlement to receipt of any income generated by the financial asset;
- risk of loss of the value of the financial asset; and
- the ability to dispose of the financial asset or otherwise deal with it as the individual sees fit.

For example, securities held in a self-directed RRSP for the sole benefit of an individual are beneficially owned by that individual.

In general, financial assets in a spousal RRSP can be included for the purposes of the \$1,000,000 financial asset test in Section (a) above because Section (a) takes into account financial assets owned beneficially by a spouse. However, financial assets in a spousal RRSP cannot be included for purposes of the \$5,000,000 financial asset test in Section (d) above.

Financial assets held in a group RRSP under which the individual does not have the ability to acquire the financial assets and deal with them directly do not meet the beneficial ownership requirements in either Sections (a) or (d) above.

Net Assets

For the purposes of Section (c) above, "**net assets**" means all of a subscriber's total assets minus all of the subscriber's total liabilities. Accordingly, for the purposes of the net asset test, the calculation of total assets includes the value of a subscriber's personal residence, and the calculation of total liabilities includes the amount of any liability (such as a mortgage) in respect of the subscriber's personal residence.

To calculate a subscriber's net assets under the net asset test, subtract the subscriber's total liabilities from the subscriber's total assets. The value attributed to assets should reasonably reflect their estimated fair value. Income tax is considered a liability if the obligation to pay it is outstanding at the time of the distribution of the security to the subscriber by the Company.

Guidance On Accredited Investor Exemptions for Corporations, Trusts and Other Entities

Accredited investors that are corporations, trusts or other entities include:

- (a) a corporation, trust or other entity, other than an investment fund, that has net assets (please see the guidance below regarding calculating net assets) of at least \$5,000,000 as shown on its most recently prepared financial statements in accordance with applicable generally accepted accounting principles and that has not been created or used solely to purchase or hold securities as an accredited investor;
- (b) a corporation, trust or other entity in respect of which all of the owners of interests, direct, indirect or beneficial, except the voting securities required by law to be owned by directors, are persons that are accredited investors; and
- (c) a trust established by an accredited investor for the benefit of the accredited investor's family members of which a majority of the trustees are accredited investors and all of the beneficiaries are the accredited investor's spouse, a former spouse of the accredited investor or a parent, grandparent, brother, sister, child or grandchild of that accredited investor, of that accredited investor's spouse or of that accredited investor's former spouse.

Net Assets

For the purposes of Section (a) above, "**net assets**" means all of the subscriber's total assets minus all of the subscriber's total liabilities. The minimum net asset threshold of \$5,000,000 specified in Section (a) above must be shown on the entity's most recently prepared financial statements. The financial statements must be prepared in accordance with applicable generally accepted accounting principles.

Guidance on Close Personal Friend and Close Business Associate Determination

A "**close personal friend**" of a director, executive officer, founder or control person of an issuer is an individual who knows the director, executive officer, founder or control person well enough and has known them for a sufficient period of time to be in a position to assess their capabilities and trustworthiness and to obtain information from them with respect to the investment.

The following factors are relevant to this determination:

- (a) the length of time the individual has known the director, executive officer, founder or control person,
- (b) the nature of the relationship between the individual and the director, executive officer, founder or control person including such matters as the frequency of contacts between them and the level of trust and reliance in the other circumstances, and
- (c) the number of "close personal friends" of the director, executive officer, founder or control person to whom securities have been distributed in reliance on the private issuer exemption or the family, friends and business associates exemption.

An individual is not a close personal friend solely because the individual is:

- (a) a relative,
- (b) a member of the same club, organization, association or religious group,

- (c) a co-worker, colleague or associate at the same workplace,
- (d) a client, customer, former client or former customer,
- (e) a mere acquaintance, or
- (f) connected through some form of social media, such as Facebook, Twitter or LinkedIn.

The relationship between the individual and the director, executive officer, founder or control person must be direct. For example, the exemption is not available to a close personal friend of a close personal friend of a director of the issuer. Further, a relationship that is primarily founded on participation in an internet forum is not considered to be that of a close personal friend.

A “**close business associate**” is an individual who has had sufficient prior business dealings with a director, executive officer, founder or control person of the issuer to be in a position to assess their capabilities and trustworthiness and to obtain information from them with respect to the investment.

The following factors are relevant to this determination:

- (a) the length of time the individual has known the director, executive officer, founder or control person,
- (b) the nature of any specific business relationships between the individual and the director, executive officer, founder or control person, including, for each relationship, when it began, the frequency of contact between them and when it terminated if it is not ongoing, and the level of trust and reliance in the other circumstances,
- (c) the nature and number of any business dealings between the individual and the director, executive officer, founder or control person, the length of the period during which they occurred, and the nature and date of the most recent business dealing, and
- (d) the number of “close business associates” of the director, executive officer, founder or control person to whom securities have been distributed in reliance on the private issuer exemption or the family, friends and business associates exemption.

An individual is not a close business associate solely because the individual is:

- (a) a member of the same club, organization, association or religious group,
- (b) a co-worker, colleague or associate at the same workplace,
- (c) a client, customer, former client or former customer,
- (d) a mere acquaintance, or
- (e) connected through some form of social media, such as Facebook, Twitter or LinkedIn.

The relationship between the individual and the director, executive officer, founder or control person must be direct. For example, the exemptions are not available for a close business associate of a close

business associate of a director of the issuer. Further, a relationship that is primarily founded on participation in an internet forum is not considered to be that of a close business associate.

The Subscriber agrees that the above representations and warranties will be true and correct both as of the execution of this Questionnaire and as of the completion of the issue of the Warrants and acknowledges that they will survive the completion of the issue of the Warrants.

The Subscriber acknowledges that the foregoing representations and warranties are made by the Subscriber with the intent that they be relied upon in determining the suitability of the Subscriber to acquire the Warrants and the undersigned undertakes to immediately notify the Issuer of any change in any statement or other information relating to the Subscriber set forth herein which takes place prior to the closing time of the purchase and sale of the Warrants.

By completing this Questionnaire, the Subscriber authorizes the indirect collection of this information by each applicable regulatory authority or regulator and acknowledges that such information is made available to the public under applicable laws.

DATED as of _____ day of _____, 2019.

Print Name of Subscriber (or person signing as agent of the Subscriber)

By: _____
Signature

Print Name and Title of Authorized Signatory (if Subscriber is not an individual)

SCHEDULE "A"
TO CANADIAN INVESTOR QUESTIONNAIRE
Form 45-106F9
Form for Individual Accredited Investors

WARNING!

This investment is risky. Don't invest unless you can afford to lose all the money you pay for this investment.

SECTION 1 TO BE COMPLETED BY THE ISSUER OR SELLING SECURITY HOLDER	
1. About your investment	
Type of securities: Warrants. Each warrant will entitle the holder thereof to purchase one common share in the capital of the Issuer, as presently constituted, for a period of two years following the date of issue of the warrants at an exercise price of \$0.35 per share	Issuer: CROP INFRASTRUCTURE CORP. (the "Issuer")
Purchased from: The Issuer.	
SECTIONS 2 TO 4 TO BE COMPLETED BY THE PURCHASER	
2. Risk acknowledgement	
This investment is risky. Initial that you understand that:	Your initials
Risk of loss – You could lose your entire investment of \$_____. <i>[Instruction: Insert the total dollar amount of the investment.]</i>	
Liquidity risk – You may not be able to sell your investment quickly – or at all.	
Lack of information – You may receive little or no information about your investment.	
Lack of advice – You will not receive advice from the salesperson about whether this investment is suitable for you unless the salesperson is registered. The salesperson is the person who meets with, or provides information to, you about making this investment. To check whether the salesperson is registered, go to www.aretheyregistered.ca .	
3. Accredited investor status	
You must meet at least one of the following criteria to be able to make this investment. Initial the statement that applies to you. (You may initial more than one statement.) The person identified in section 6 is responsible for ensuring that you meet the definition of accredited investor. That person, or the salesperson identified in section 5, can help you if you have questions about whether you meet these criteria.	Your initials

<ul style="list-style-type: none">Your net income before taxes was more than \$200,000 in each of the 2 most recent calendar years, and you expect it to be more than \$200,000 in the current calendar year. (You can find your net income before taxes on your personal income tax return.)	
<ul style="list-style-type: none">Your net income before taxes combined with your spouse's was more than \$300,000 in each of the 2 most recent calendar years, and you expect your combined net income before taxes to be more than \$300,000 in the current calendar year.	
<ul style="list-style-type: none">Either alone or with your spouse, you own more than \$1 million in cash and securities, after subtracting any debt related to the cash and securities.	
<ul style="list-style-type: none">Either alone or with your spouse, you have net assets worth more than \$5 million. (Your net assets are your total assets (including real estate) minus your total debt.)	
4. Your name and signature	
By signing this form, you confirm that you have read this form and you understand the risks of making this investment as identified in this form.	
First and last name (please print):	
Signature:	Date:
SECTION 5 TO BE COMPLETED BY THE SALESPERSON	
5. Salesperson information	
<i>[Instruction: The salesperson is the person who meets with, or provides information to, the purchaser with respect to making this investment. That could include a representative of the issuer or selling security holder, a registrant or a person who is exempt from the registration requirement.]</i>	
First and last name of salesperson (please print):	
Telephone:	Email:
Name of firm (if registered):	
SECTION 6 TO BE COMPLETED BY THE ISSUER OR SELLING SECURITY HOLDER	
6. For more information about this investment	
For investment in a non-investment fund Crop Infrastructure Corp. 600 - 535 Howe Street Vancouver, BC V6C 2Z7 Telephone: (604) 484-4206 Email: info@cropcorp.com	
For more information about prospectus exemptions, contact your local securities regulator. You can find contact information at www.securities-administrators.ca.	

