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## CLEAN SEED ANNOUNCES UNSECURED CONVERTIBLE NOTE UNIT FINANCING TO COMPLETE HARVEST INTERNATIONAL ACQUISITION

**Vancouver, March 18, 2019 - Clean Seed Capital Group Ltd. (“Clean Seed” or the “Company”)** (TSXV: CSX) (OTC: CLGPF) is pleased to announce that it has entered into an engagement letter with a syndicate of agents co-led by Canaccord Genuity Corp. and Raymond James Ltd. (together, the “**Agents**”) for a private placement (the “**Offering**”) of up to 10,000 unsecured convertible note units (each a “**Unit**”) on a best efforts basis for gross proceeds of up to \$10,000,000. Each Unit will consist of one \$1,000 principal amount unsecured subordinated convertible note (each, a “**Note**”) and 1,000 common share purchase warrants (each, a “**Warrant**”).

The Agents have been granted an option (the “**Over-Allotment Option**”) to purchase up to an additional 1,500 Units for additional gross proceeds up to \$1,500,000, exercisable in whole or in part, at any time up to 48 hours prior to the closing of the Offering.

The net proceeds from the Offering are expected to be used to complete the acquisition of Harvest International Inc., working capital and general corporate purposes.

Each Note will bear interest at the rate of 9.5% per annum, payable semi-annually, and will mature 60 months from the date of issue. The principal amount of the Notes may be converted by the holder into common shares of the Company at any time at a conversion price equal to \$0.50 per common share (the “**Conversion Price**”). The Company will also have the right to redeem the Notes, in whole or in part, on 30 days' written notice to the Note holders, at a price equal to the outstanding principal amount plus all accrued and unpaid interest (i) at any time after 36 months from the date of issue if the daily volume weighted average price of the Company's common shares on the TSX Venture Exchange (the “**TSXV**”) during the 20 consecutive trading days ending on the fifth trading day preceding the date on which notice of redemption is given exceeds \$0.65; and (ii) at any time after 48 months from the date of issue. Redemption of the Notes will occur on a pro rata basis and is subject to the holders' right to convert the Notes into common shares at the Conversion Price.

Each Warrant will entitle the holder to purchase one common share for a period of 60 months following the date of issue at an exercise price of \$0.75 per common share. If at any time after 36 months from the date of issue the daily volume weighted average price of the Company's common shares on the TSXV is greater than \$1.20 for any 20 consecutive trading days, the Company may, by 30 days' written notice to the Warrant holders (i) reduce the remaining exercise period of the Warrants to not less than 30 days following the date of such notice, and (ii) increase the exercise price of the Warrants to \$1.20 per common share.

The agreements governing the Notes and Warrants will be available for viewing and download on SEDAR ([www.sedar.com](http://www.sedar.com)) after they have been entered into, and readers are encouraged to review them in their entirety.

Closing of the Offering is expected to occur on or about April 15, 2019 and is subject to certain customary conditions, including, but not limited to, the receipt of all necessary regulatory approvals and acceptance of the TSXV. The Notes and Warrants issued under the Offering will be subject to a statutory hold period of four months plus a day following the date of closing. Closing of the Offering is not conditional on the acquisition of Harvest International Inc.

For further information please contact Clean Seed at 604-566-9895 and visit our website at <http://www.cleaneedcapital.com>.

ON BEHALF OF THE BOARD

***“Graeme Lempriere”***

Chairman and CEO

*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 news release.*

*This press release is not an offer or a solicitation of an offer of securities for sale in the United States. No securities of Clean Seed Capital Group Ltd. are registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration.*

*This news release includes certain “forward-looking statements” as defined under applicable Canadian securities legislation including statements regarding the expected closing of the Offering, the expected acquisition of Harvest International Inc., the use of proceeds of the Offering and receipt of TSXV approval. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. These assumptions include, but are not limited to, management’s assumptions about receiving TSXV approval of the Offering. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Clean Seed disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*