

GROWLIFE, INC.

CONTROL ID:

REQUEST ID:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF STOCKHOLDERS**

DATE: OCTOBER 23, 2017
TIME: 3:00 P.M. LOCAL TIME
LOCATION: 5400 CARILLON POINT, KIRKLAND, WA 98033

HOW TO REQUEST PAPER COPIES OF OUR MATERIALS



PHONE:
CALL TOLL FREE
1-866-752-8683



FAX:
SEND THIS CARD TO
202-521-3464



INTERNET:
[HTTPS://WWW.IPROXYDIRECT.COM/PHOT](https://www.iproxydirect.com/PHOT)
AND FOLLOW THE ON-SCREEN INSTRUCTIONS.



EMAIL:
PROXY@IPROXYDIRECT.COM
INCLUDE YOUR CONTROL ID IN YOUR EMAIL.

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY STATEMENT IS AVAILABLE AT: [HTTPS://WWW.IPROXYDIRECT.COM/PHOT](https://www.iproxydirect.com/PHOT)

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE OCTOBER 12, 2017.

YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT [HTTPS://WWW.IPROXYDIRECT.COM/PHOT](https://www.iproxydirect.com/PHOT)
UNTIL 11:59 PM EASTERN TIME OCTOBER 22, 2017.

THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:

1. TO ELECT FOUR NOMINEES TO SERVE ON THE BOARD UNTIL THE 2018 ANNUAL MEETING OF STOCKHOLDERS);
2. TO ADOPT AND APPROVE THE 2017 STOCK INCENTIVE PLAN;
3. TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED SHARES OF COMMON STOCK ("COMMON STOCK") FROM 3,000,000,000 TO 6,000,000,000;
4. TO RATIFY THE APPOINTMENT OF SD MAYER AND ASSOCIATES, LLP OF SEATTLE, WASHINGTON AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEARS ENDING DECEMBER 31, 2016 AND 2017;
5. TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS;
6. TO VOTE, ON A NON-BINDING ADVISORY BASIS, ON THE FREQUENCY (I.E., EVERY ONE, TWO, OR THREE YEARS) OF HOLDING AN ADVISORY SHAREHOLDER VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS; AND
7. TO TRANSACT SUCH OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND AT ANY ADJOURNMENTS THEREOF.

PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULES, YOU ARE RECEIVING THIS NOTICE THAT THE PROXY MATERIALS FOR THE ANNUAL MEETING ARE AVAILABLE ON THE INTERNET. FOLLOW THE INSTRUCTIONS ABOVE TO VIEW THE MATERIALS AND VOTE OR REQUEST PRINTED COPIES.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON SEPTEMBER 1, 2017 AS THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE SHARES OF OUR COMMON STOCK, PAR VALUE \$.0001 PER SHARE, THEY HELD ON THAT DATE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE 'FOR ALL' FOR PROPOSAL 1, 'FOR' PROPOSAL 2-5, AND 'THREE YEAR' FOR PROPOSAL 6.

PLEASE NOTE - THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD

GROWLIFE, INC.
SHAREHOLDER SERVICES
500 Perimeter Park Drive Suite D
Morrisville NC 27560

FIRST-CLASS MAIL
US POSTAGE
PAID
RALEIGH NC
PERMIT # 870

TIME SENSITIVE SHAREHOLDER INFORMATION ENCLOSED

IMPORTANT SHAREHOLDER INFORMATION

YOUR VOTE IS IMPORTANT