

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 to
FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal year ended December 31, 2020

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 333-207889

GROWGENERATION CORP.
(Exact name of registrant as specified in its charter)

Colorado

(State or Other Jurisdiction of
Incorporation or Organization)

46-5008129

(I.R.S. Employer
Identification No.)

**930 W 7th Ave, Suite A
Denver, Colorado**

(Address of Principal Executive Offices)

80204

(Zip Code)

(800) 935-8420

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	GRWG	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

Title of class
Not Applicable

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging Growth Company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of June 30, 2020: \$236,600,250.

As of March 26, the Company had 58,459,742 shares of its common stock issued and outstanding, par value \$0.001 per share.

EXPLANATORY NOTE

The Annual Report on Form 10-K (the "Annual Report") of GrowGeneration Corp. ("we", "our", "us", or the "Company") for the year ended December 31, 2020 was filed with the Securities and Exchange Commission (the "SEC") on March 29, 2021 (the "Original Filing Date"), and this Amendment No. 1 is being filed solely to file Exhibits 10.27, 23.1 and 23.2. This Amendment No. 1 does not reflect events occurring after the Original Filing Date, or modify or update those disclosures that may have been affected by subsequent events.

As required by Rule 12b-15 promulgated under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), our Chief Executive Officer and Chief Financial Officer are providing Rule 13a-14(a) certifications dated April 13, 2021 in connection with this Amendment No. 1 on Form 10-K/A and written statements pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated April 13, 2021.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

3.1	Certificate of Incorporation of GrowGeneration Corp. (Incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-1 as filed on November 9, 2015)
3.2	Amended and Restated Bylaws of GrowGeneration Corp. (Incorporated by reference to Exhibit 3(ii) to Form 8-K filed on March 11, 2020)
4.1	Form of Warrant for private placement in March 2017 (Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K as filed on March 16, 2017)
4.2	Form of Investor Warrant for second 2017 private placement (Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K as filed on May 19, 2017)
4.3	Form of Placement Agent Warrant (\$2.75 Per Share) for second 2017 private placement (Incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K as filed on May 19, 2017)
4.4	Form of .1% Unsecured Convertible Promissory Note for private placement in January 2018 (Incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K as filed on January 12, 2018)
4.5	Form of Warrant for private placement in January 2018 (Incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K as filed on January 12, 2018)
4.6	Form of Promissory Note issued to Santa Rosa Hydroponics & Grower Supply, Inc. (Incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K as filed on July 16, 2018)
10.1	GrowGeneration Corp. 2014 Equity Incentive Plan (Incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-1 as filed on November 9, 2015)
10.2	Form of GrowGeneration Corp. Stock Option Agreement in connection with the 2014 Equity Incentive Plan (Incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1 as filed on November 9, 2015)
10.3	GrowGeneration Corp. Amended and Restated 2018 Equity Incentive Plan (Incorporated by reference to Exhibit 10.3 to the Annual Report on Form 10-K for fiscal year ended December 31, 2019 as filed on March 27, 2020)
10.4	Form of GrowGeneration Corp. Stock Option Agreement in connection with the Amended and Restated 2018 Equity Incentive Plan (Incorporated by reference to Exhibit 10.4 to the Annual Report on Form 10-K for fiscal year ended December 31, 2019 as filed on March 27, 2020)
10.5	Form of Securities Purchase Agreement for first 2017 private placement (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on March 16, 2017)
10.6	Form of Subscription Agreement for second 2017 private placement (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on May 19, 2017)
10.7	Form of Securities Purchase Agreement for 2018 private placement (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on January 12, 2018)
10.8	Form of Supplement to Securities Purchase Agreement for 2018 private placement (Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K as filed on January 12, 2018)
10.9	Form of Asset Purchase Agreement, dated April 12, 2018, by and among GrowGeneration, Corp., GrowGeneration Michigan Corp. and Superior Growers Supply, Inc. (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on April 16, 2018)
10.10	Form of Securities Purchase Agreement for second 2018 private placement (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on May 9, 2018)
10.11	Form of Side Letter by and between GrowGeneration Corp. and Gotham Green Fund I, L.P. (Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K as filed on May 9, 2018)
10.12	Form of Warrant to Purchase Common Stock (Incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K as filed on May 9, 2018)
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10.13	Form of Indemnification Agreement (Incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-1 as filed on November 9, 2015)
10.14	Consulting Agreement with Merida Capital Partners, LP, dated April 3, 2017 (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on April 5, 2017)
10.15	Separation and Release Agreement with Jason Dawson, dated April 10, 2017 (Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K as filed on April 14, 2017)
10.16	Form of Revised Asset Purchase Agreement, dated June 28, 2018, by and among GrowGeneration Corp., Santa Rosa Hydroponics & Grower Supply Inc., Rick Barretta and Jason Barretta (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on July 16, 2018)
10.17	Form of Amendment to Revised Asset Purchase Agreement, dated July 13, 2018 (Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K as filed on July 16, 2018)

10.18	Form of Asset Purchase Agreement, dated August 30, 2018, by and among GrowGeneration Corp., GrowGeneration HG Corp. and Virgus, Inc. d/b/a/ Heavy Gardens (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on September 20, 2018)
10.19	Form of Asset Purchase Agreement, dated November 28, 2018, by and among GrowGeneration Corp., GrowGeneration Pueblo Corp. and Chlorophyll, Inc. (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on January 22, 2019)
10.20	Form of Asset Purchase Agreement, dated January 26, 2019, by and among GrowGeneration Corp., GrowGeneration California Corp. and Palm Springs Hydroponics, Inc. (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on February 12, 2019)
10.21	Form of Asset Purchase Agreement, dated January 26, 2019, by and among GrowGeneration Corp., GrowGeneration Nevada Corp. and Reno Hydroponics, Inc. (Incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K as filed on February 12, 2019)
10.22	Form of Asset Purchase Agreement, dated April 23, 2019, by and among GrowGeneration Corp., GrowGeneration Rhode Island Corp. and GreenLife Garden Supply Corp (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on May 14, 2019)
10.23	Form of Subscription Agreement for 2019 private placement (Incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K as filed on June 26, 2019)
10.24	Form of Subscription Warrant to Purchase Common Stock (Incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K as filed on June 26, 2019)
10.25	Employment Agreement dated November 4, 2019 between GrowGeneration Corp. and Tony Sullivan (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 10-Q as filed on November 12, 2019)
10.26	Form of Employment Agreement dated November 5, 2019 between GrowGeneration Corp. and Monty Lamirato (Incorporated by reference to Exhibit 10.28 to the Annual Report on Form 10-K for fiscal year ended December 31, 2019 as filed on March 27, 2020)

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10.27	Form of Employment Agreement dated March 21, 2021 between GrowGeneration Corp. and Jeffrey Lasher (Filed herewith.)
21.1	List of Subsidiaries of GrowGeneration Corp. (Incorporated by reference to Exhibit 21.1 to the Annual Report on Form 10-K for fiscal year ended December 31, 2019 as filed on March 27, 2020)
23.1	Consent of Connolly Grady & Cha, P.C. (Filed herewith.)
23.2	Consent of Plante & Moran, PLLC (Filed herewith.)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer (Filed herewith.)
31.2	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial and Accounting Officer (Filed herewith.)
32.1	Section 1350 Certification of Principal Executive Officer (Filed herewith.)
32.2	Section 1350 Certification of Principal Financial and Accounting Officer (Filed herewith.)
101.INS	XBRL Instance Document (Incorporated by reference to Exhibit 101.INS to the Annual Report on Form 10-K for fiscal year ended December 31, 2020 as filed on March 29, 2021.)
101.SCH	XBRL Taxonomy Extension Schema Document (Incorporated by reference to Exhibit 101. SCH to the Annual Report on Form 10-K for fiscal year ended December 31, 2020 as filed on March 29, 2021.)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (Incorporated by reference to Exhibit 101. CAL to the Annual Report on Form 10-K for fiscal year ended December 31, 2020 as filed on March 29, 2021.)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (Incorporated by reference to Exhibit 101. LAB to the Annual Report on Form 10-K for fiscal year ended December 31, 2020 as filed on March 29, 2021.)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (Incorporated by reference to Exhibit 101. PRE to the Annual Report on Form 10-K for fiscal year ended December 31, 2020 as filed on March 29, 2021.)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Definition (Incorporated by reference to Exhibit 101. DEF to the Annual Report on Form 10-K for fiscal year ended December 31, 2020 as filed on March 29, 2021.)

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized on April 13, 2021.

GROWGENERATION CORP.

By: /s/ Darren Lampert

Name: Darren Lampert

Title: Chief Executive Officer
(Principal Executive Officer)

By: /s/ Monty Lamirato

Name: Monty Lamirato

Title: Chief Financial Officer
(Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Person</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Darren Lampert</u> Darren Lampert	Chief Executive Officer and Director (Principal Executive Officer)	April 13, 2021
<u>/s/ Monty Lamirato</u> Monty Lamirato	Chief Financial Officer (Principal Financial and Accounting Officer)	April 13, 2021
<u>/s/ Michael Salaman</u> Michael Salaman	President and Director	April 13, 2021
<u>* Stephen Aiello</u>	Director	April 13, 2021
<u>* Paul Ciasullo</u>	Director	April 13, 2021
<u>* Sean Stiefel</u>	Director	April 13, 2021

*By: /s/ Darren Lampert

Darren Lampert
Attorney-in-fact



Form of Employment Contract

This contract, dated on the ____ day of **March** in the year 2021, is made between GrowGeneration Corp [the Company or the Employer] and **Jeffery Lasher** [the Employee] of the State of COLORADO. This document constitutes an employment agreement between these two parties and is governed by the laws of the state of COLORADO.

WHEREAS the Employer desires to retain the services of the Employee, and the Employee desires to render such services, these terms and conditions are set forth.

IN CONSIDERATION of this mutual understanding, the parties agree to the following terms and conditions:

1. Employment

Employment will begin, April 15, 2021, pending a clear background check. The Employee agrees that he will faithfully and to the best of his ability carry out the duties and responsibilities communicated to him by the Employer. The Employee shall comply with all company policies, rules, and procedures at all times. The employment term will be for no less than **THREE (3)** years.

2. Position

As **Chief Financial Officer/ Secretary** for GrowGeneration, it is the duty of the Employee to perform all essential job functions and duties. The Employee shall report to **DARREN LAMPERT, CEO/CO-FOUNDER**.

3. Compensation

As compensation for the services provided:

- a) Employee shall be paid a base wage of **\$316,000** per Annum, which shall increase 12.5 percent effective January 1 of each calendar year.
- b) Employee shall be paid an annual Bonus equal to 40% of the then current base annual wage per year, which shall be paid Biannually.
- c) Employee shall receive a total of 60,000 shares of common stock. 10,000 shares vesting October 12, 2021; 10,000 shares vesting April 12, 2022; 10,000 shares vesting October 12, 2022, 10,000 shares vesting April 12, 2023, 10,000 shares vesting October 12, 2023, 10,000 shares vesting April 12, 2024. Additionally, Employee may receive a year-end performance cash bonus and/or equity award as determined by the Compensation Committee and the Board of Directors
- d) Employer will provide Employee with a corporate expense account to be used for work related travel and expenses.
- e) All payments shall be subject to mandatory employment deductions (State & Federal Taxes, Social Security, Medicare).

4. Benefits and Paid Time Off

The Employer currently offers medical, dental, vision, voluntary life/AD&D insurance, accident indemnity plan, critical illness plan, short-term disability, and 401K with employer match. Access to these benefits will be available on April 15, 2021, the commencement date of this Agreement.

Employee shall receive three (3) weeks of PTO (paid time off) in 2021 and four (4) weeks each subsequent year, to be used in that year.

The employer reserves the right to modify any paid time off policies.

5. Termination

GrowGeneration

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It is the intention of both parties to form a long and mutually profitable relationship. However, this relationship may be terminated by the Employee without cause at any time provided a three (3) month written notice is delivered to the Company and a reasonable replacement exists prior to exiting position. This Agreement may be terminated by Executive by written Notice to the Company of his voluntary resignation. This Agreement may be terminated immediately by either party for Cause upon written Notice. In the event that the Company terminates this Agreement without Cause or the Executive terminates the agreement for cause, the Executive shall be entitled to receive six months' salary, and his pro rata portion of his bonus, shares options and benefits that would be earned in the preceding six-month period.

- a. For purposes of this Agreement, "for Cause" shall be expressly defined as follows:
 - i. Conviction of a felony or conviction of a crime of moral turpitude, in either case which causes serious economic injury or serious injury to the Employer's reputation;

- ii. Material breach or diminution of the Employees or Employers obligations under this Employment Agreement;
- iii. Fraud or embezzlement; gross negligence or conduct by the Employer or the Executive which has caused or may cause serious and demonstrable injury to either party;
- iv. Executive repeated and willful failure to follow three (3) direct lawful written orders from the CEO of the Employer, with the reasonable scope of Employees duties, which failure is not cured within thirty (30) days after receipt of each written notice specifically identifying said failure; or
- v. The Company relocates the Executives principal worksite more than 30 miles or in the event of a sale of substantially all of the business and assets of the Company resulting in a refusal of the principle purchaser to assume the then current obligations of this agreement.

6. Non-Competition and Confidentiality

As an Employee, you will have access to confidential information that is the property of the Employer. You are not permitted to disclose this information outside of the Company.

During your time of Employment with the Employer, you may not engage in any full-time work for another Employer.

It is further acknowledged that upon termination of your employment, you will not solicit business from any of the Employer's clients for a period of at least one (1) year.

7. Entirety

This contract represents the entire agreement between the two parties and supersedes any previous written or oral agreement. This agreement may be modified at any time, provided the written consent of both the Employer and the Employee.

8. Legal Authorization

The Employee agree that he or she is fully authorized to work in the United States and can provide proof of this with legal documentation. This documentation will be obtained by the Employer for legal records.

9. Severability and Automatic Renewal

The parties agree that if any portion of this contract is found to be void or unenforceable, it shall be struck from the record and the remaining provisions will retain their full force and effect. This agreement shall automatically renew with all terms extended and award specified in 3 (c) repeated unless this agreement is replaced prior to April 1, 2024.

GrowGeneration

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10. Jurisdiction

This contract shall be governed, interpreted, and construed in accordance with the laws of the state of Colorado.

In witness and agreement whereof, the Employer has executed this contract with due process through the authorization of official company agents and with the consent of the Employee, given here in writing.

Jeffery Lasher

Date

Darren Lampert, CEO

Date

GrowGeneration

930 W 7th Ave, Suite A | Denver, CO 80204 | 1800-935-8420

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-219212, filed on July 10, 2017 and amended on June 11, 2020) and No. 333-226646 (filed on August 7, 2018 and amended on June 11, 2020) of GrowGeneration Corp. (the "Company") of our report dated March 27, 2020, relating to the consolidated financial statements of the Company appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2019.

/s/ Connolly Grady & Cha, P.C.

Certified Public Accountants
Springfield, Pennsylvania
April 13, 2021

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-219212, filed on July 10, 2017 and amended on June 11, 2020) and No. 333-226646 (filed on August 7, 2018 and amended on June 11, 2020) of GrowGeneration Corp. (the "Company") of our report dated March 28, 2021, relating to the consolidated financial statements of the Company appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2020.

/s/ Plante & Moran, PLLC

Denver, Colorado
April 13, 2021

OFFICER'S CERTIFICATE PURSUANT TO SECTION 302

I, Darren Lampert, the Principal Executive Officer of GrowGeneration Corp. (the "Company"), certify that:

1. I have reviewed this Amendment No. 1 to Form 10-K of the Company for the year ended December 31, 2020;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Dated: April 13, 2021

By: /s/ Darren Lampert
Darren Lampert
Chief Executive Officer
(Principal Executive Officer)

OFFICER'S CERTIFICATE PURSUANT TO SECTION 302

I, Monty Lamirato, the Principal Financial Officer of GrowGeneration Corp. (the "Company"), certify that:

1. I have reviewed this Amendment No. 1 to Form 10-K of the Company for the year ended December 31, 2020;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Dated: April 13, 2021

By: /s/ Monty Lamirato
Monty Lamirato
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Amendment No. 1 to Annual Report of GrowGeneration Corp. (the "Company") on Form 10-K for the year ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Darren Lampert, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the undersigned and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: April 13, 2021

By: /s/ Darren Lampert
Darren Lampert
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Amendment No. 1 to Annual Report of GrowGeneration Corp. (the "Company") on Form 10-K for the year ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Monty Lamirato, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the undersigned and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: April 13, 2021

By: /s/ Monty Lamirato
Monty Lamirato
Chief Financial Officer
(Principal Financial Officer)